STATE OF UTAH
DEPARTMENT OF NATURAL RESOURCES
DIVISION OF OIL, GAS AND MINING

FORM 3

AMENDED REPORT ☐
(highlight changes)

APPLICATION FOR PERMIT TO DRILL

5. MINERAL LEASE NO: Fee	6. SURFACE: Indian
1A. TYPE OF WORK: DRILL ☑ REENTER ☐ DEEPEN ☐	7. IF INDIAN, ALLOTTEE OR TRIBE NAME: Ute Indian Tribe
B. TYPE OF WELL: OIL ☐ GAS ☑ OTHER _____ SINGLE ZONE ☐ MULTIPLE ZONE ☑	8. UNIT or CA AGREEMENT NAME: uncommitted acreage
2. NAME OF OPERATOR: XTO Energy, Inc.	9. WELL NAME and NUMBER: BPU 15-13H
3. ADDRESS OF OPERATOR: PO Box 1360 CITY Roosevelt STATE UT ZIP 84066 / PHONE NUMBER: (435) 722-4521	10. FIELD AND POOL, OR WILDCAT: ~~Natural Buttes~~ Undesignated
4. LOCATION OF WELL (FOOTAGES) AT SURFACE: 633' FSL & 2,055' FEL, SW/4 SE/4, 617615X 44123544 39.854955 -109.625087 AT PROPOSED PRODUCING ZONE:	11. QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: SWSE 13 11S 20E S
14. DISTANCE IN MILES AND DIRECTION FROM NEAREST TOWN OR POST OFFICE: 16.36 miles south of Ouray, Utah	12. COUNTY: Uintah / 13. STATE: UTAH
15. DISTANCE TO NEAREST PROPERTY OR LEASE LINE (FEET): 537'	16. NUMBER OF ACRES IN LEASE: 528.96 / 17. NUMBER OF ACRES ASSIGNED TO THIS WELL: 40
18. DISTANCE TO NEAREST WELL (DRILLING, COMPLETED, OR APPLIED FOR) ON THIS LEASE (FEET): None	19. PROPOSED DEPTH: 10,265 / 20. BOND DESCRIPTION: BIA Blanket 104312 789
21. ELEVATIONS (SHOW WHETHER DF, RT, GR, ETC.): 5,074' GR	22. APPROXIMATE DATE WORK WILL START: 1/15/2008 / 23. ESTIMATED DURATION: 14 days

24. **PROPOSED CASING AND CEMENTING PROGRAM**

SIZE OF HOLE	CASING SIZE, GRADE, AND WEIGHT PER FOOT			SETTING DEPTH	CEMENT TYPE, QUANTITY, YIELD, AND SLURRY WEIGHT
12-1/4"	9-5/8"	J-55 ST	36#	2,200	see Drilling Plan
7-7/8"	5-1/2"	N-80 LT	17#	10,265	see Drilling Plan

25. **ATTACHMENTS**

VERIFY THE FOLLOWING ARE ATTACHED IN ACCORDANCE WITH THE UTAH OIL AND GAS CONSERVATION GENERAL RULES:

- ☑ WELL PLAT OR MAP PREPARED BY LICENSED SURVEYOR OR ENGINEER
- ☐ EVIDENCE OF DIVISION OF WATER RIGHTS APPROVAL FOR USE OF WATER
- ☑ COMPLETE DRILLING PLAN
- ☐ FORM 5, IF OPERATOR IS PERSON OR COMPANY OTHER THAN THE LEASE OWNER

NAME (PLEASE PRINT) Don Hamilton TITLE Agent for XTO Energy, Inc.

SIGNATURE Don Hamilton DATE 11/7/2008

(This space for State use only)

API NUMBER ASSIGNED: 43-047-40413

Approved by the Utah Division of Oil, Gas and Mining

APPROVAL:

Date: 01-08-09

By: _____

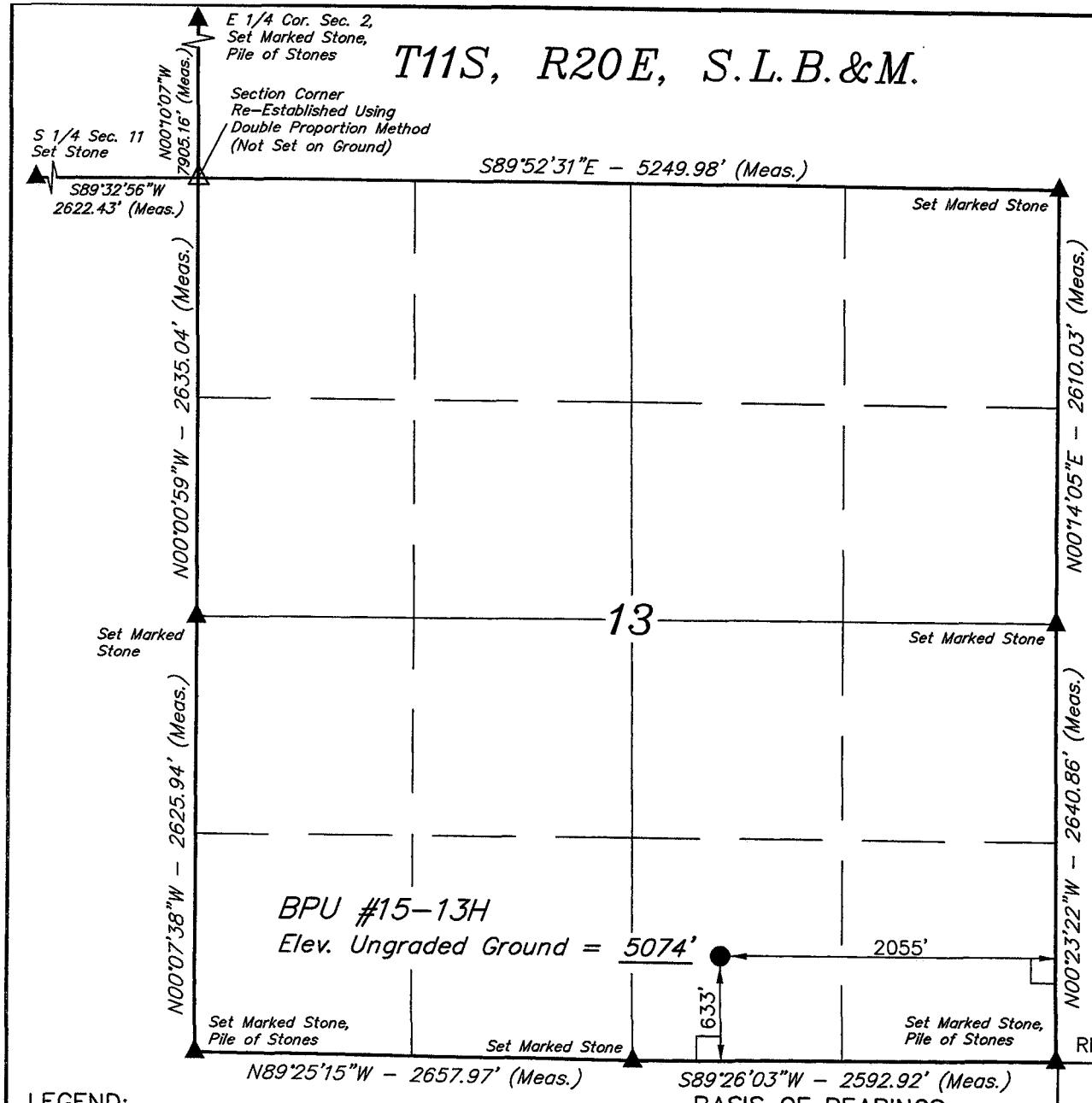
(See Instructions on Reverse Side)

RECEIVED
NOV 12 2008
DIV. OF OIL, GAS & MINING

(11/2001)

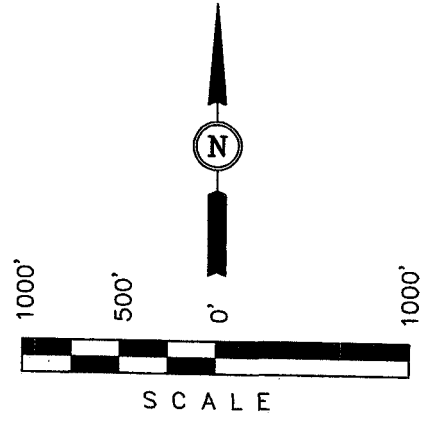
XTO Energy, Inc.

Well location, BPU #15-13H, located as shown in the SW 1/4 SE 1/4 of Section 13, T11S, R20E, S.L.B.&M., Uintah County, Utah.



BASIS OF ELEVATION

SPOT ELEVATION AT THE SOUTHWEST CORNER OF SECTION 20, T10S, R20E, S.L.B.&M. TAKEN FROM THE BIG PACK MTN. NW QUADRANGLE, UTAH, UINTAH COUNTY, 7.5 MINUTE QUAD. (TOPOGRAPHIC MAP)PUBLISHED BY THE UNITED STATES DEPARTMENT OF THE INTERIOR, GEOLOGICAL SURVEY. SAID ELEVATION IS MARKED AS BEING 5251 FEET.



CERTIFICATE

THIS IS TO CERTIFY THAT THE ABOVE PLAT WAS PREPARED FROM FIELD NOTES OF ACTUAL SURVEYS MADE BY ME OR UNDER MY SUPERVISION AND THAT THE SAME ARE TRUE AND CORRECT TO THE BEST OF MY KNOWLEDGE AND BELIEF.

REGISTERED LAND SURVEYOR
REGISTRATION NO. 161319
STATE OF UTAH

REVISED: 05-27-08

LEGEND:

- └ = 90° SYMBOL
- ● = PROPOSED WELL HEAD.
- ▲ = SECTION CORNERS LOCATED.
- △ = SECTION CORNERS RE-ESTABLISHED. BY DOUBLE PROPORTION METHOD. (Not Set On Ground)

BASIS OF BEARINGS

BASIS OF BEARINGS IS A G.P.S. OBSERVATION.

(NAD 83)
LATITUDE = 39°51'17.68" (39.854911)
LONGITUDE = 109°37'32.50" (109.625694)
(NAD 27)
LATITUDE = 39°51'17.80" (39.854944)
LONGITUDE = 109°37'30.02" (109.625006)

UINTAH ENGINEERING & LAND SURVEYING
85 SOUTH 200 EAST - VERNAL, UTAH 84078
(435) 789-1017

SCALE	DATE SURVEYED:	DATE DRAWN:
1" = 1000'	04-30-07	5-07-07
PARTY: B.B. T.Y. C.H.	REFERENCES: G.L.O. PLAT	
WEATHER: WARM	FILE: XTO Energy, Inc.	

B&A Buys & Associates, Inc.
Environmental Consultants

2580 Creekview Road
Moab, Utah 84532
435/719-2018 435/719-2019 Fax

November 7, 2008

Diana Mason
State of Utah
Division of Oil Gas and Mining
P.O. Box 145801
Salt Lake City, Utah 84114-5801

RE: Application for Permit to Drill—XTO Energy, Inc.
BPU 15-13H
633' FSL & 2,055' FEL, SW/4 SE/4, Section 13, T11S, R20E, SLB&M, Uintah County, Utah

Dear Diana:

On behalf of XTO Energy, Inc., Buys & Associates, Inc., respectfully submits the enclosed original and one copy of the Application for Permit to Drill (APD) for the above referenced Ute Indian Tribe surface Fee mineral vertical well. This well is located on uncommitted fee acreage within the Big Pack Unit and 460' from the drilling unit boundary. Included with the APD is the following supplemental information:

Exhibit "A" - Survey plats, layouts and photos of the proposed well site;

Exhibit "B" - Proposed location maps with access and utility corridors;

Exhibit "C" - Production site layout;

Exhibit "D" - Drilling Plan;

Exhibit "E" - Surface Use Plan with APD Certification;

Exhibit "F" - Typical BOP and Choke Manifold diagram;

Exhibit "G" - Cultural and Paleontological Clearance Reports;

Exhibit "H" - Fee surface use agreement for the access road and pipeline corridors.

Thank you very much for your timely consideration of this application. Please feel free to contact myself or Ken Secrest of XTO Energy, Inc. at 435-722-4521 if you have any questions or need additional information.

Sincerely,

Don Hamilton

Don Hamilton
Agent for XTO Energy, Inc.

cc: Bucky, Secakuku, BIA - Uintah and Ouray Agency
Ken Secrest, XTO Energy, Inc.

XTO ENERGY INC.

BPU 15-13H
APD Data
October 30, 2008

Location: 633' FSL & 2055' FEL, Sec. 13, T11S,R20E **County**: Uintah **State**: Utah

GREATEST PROJECTED TD: 10265' MD OBJECTIVE: Wasatch/Mesaverde
APPROX GR ELEV: 5074' Est KB ELEV: 5088' (14' AGL)

1. MUD PROGRAM:

INTERVAL	0' to 2200'	2200' to 10265'
HOLE SIZE	12.25"	7.875"
MUD TYPE	FW/Spud Mud	KCl Based LSND / Gel Chemical
WEIGHT	8.4 ppg	8.6-9.20 ppg
VISCOSITY	NC	30-60 sec*qt^{-1}
WATER LOSS	NC	8-15 cc/30 min

Remarks: Use fibrous materials as needed to control seepage and lost circulation. Pump high viscosity sweeps as needed for hole cleaning. Raise viscosity at TD for logging. Reduce viscosity after logging for cementing purposes. The mud system will be monitored visually/manually.

2. CASING PROGRAM:

Surface Casing: 9.625" casing set at ± 2200' in a 12.25" hole filled with 8.4 ppg mud

Interval	Length	Wt	Gr	Cplg	Coll Rating (psi)	Burst Rating (psi)	Jt Str (M-lbs)	ID (in)	Drift (in)	SF Coll	SF Burst	SF Ten
0'-2200'	2200'	36#	J-55	ST&C	2020	3.66	394	8.921	8.765	2.10	3.66	4.97

Production Casing: 5.5" casing set at ±10265' in a 7.875" hole filled with 9.2 ppg mud.

Interval	Length	Wt	Gr	Cplg	Coll Rating (psi)	Burst Rating (psi)	Jt Str (M-lbs)	ID (in)	Drift (in)	SF Coll	SF Burst	SF Ten
0'-10265'	10265'	17#	N-80	LT&C	6280	7740	348	4.892	4.767	1.62	1.99	1.99

Collapse and burst loads calculated at TVD with 0.1 psi/ft gas gradient back up.

3. WELLHEAD:

A. Casing Head: Larkin Fig 92 (or equivalent), 9" nominal, 2,000 psig WP (4,000 psig test) with 9-5/8" 8rnd thread on bottom (or slip-on, weld-on) and 11-3/4" 8rnd thread on top.
B. Tubing Head: Larkin Fig 612 (or equivalent), 6.456" nominal, 5,000 psig WP, 5-1/2" 8rnd female thread on bottom (or slip-on, weld-on), 8-5/8" 8rnd thread on top.

4. CEMENT PROGRAM:

A. Surface: 9.625", 36#, J-55, ST&C casing to be set at ±2200' in 12.25" hole.

LEAD:
±183 sx of Type V cement (or equivalent) typically containing accelerator and LCM mixed at 11.0 ppg, 3.82 cu. ft./sk..

TAIL:
225 sx of Class G (or equivalent) typically containing accelerator and LCM mixed at 15.8 ppg, 1.15 cu. ft./sk.

Total estimated slurry volume for the 9.625" surface casing is 956.5 ft^3. Slurry includes 35% excess of calculated open hole annular volume to 2200'.

B. Production: 5.5", 17#, N-80 (or equiv.), LT&C casing to be set at ±10265' in 7.875" hole.

LEAD:
±538 sx of Premium Plus V Blend. (Type V/Poz/Gel) or equivalent, with dispersant, fluid loss, accelerator, & LCM mixed at 11.6 ppg, 3.12 ft^3/sk, 17.71 gal wtr/sx.

TAIL:
300 sx Class G or equivalent cement with poz, bonding additive, LCM, dispersant, & fluid loss mixed at 13.0 ppg, 1.75 cuft/sx, 9.09 gal/sx.

Total estimated slurry volume for the 5.5" production casing is 2205 ft^3. Slurry includes 15% excess of calculated open hole annular volume.

Note: The slurry design may change slightly based upon actual conditions. Final cement volumes will be determined from the caliper logs plus 15% or greater excess. The cement is designed to circulate on surface casing string.

5. LOGGING PROGRAM:

A. Mud Logger: The mud logger will come on at surface casing point and will remain on the hole until TD. The mud will be logged in 10' intervals.

B. Open Hole Logs as follows: Run Array Induction/SFL/GR/SP fr/TD (10265') to the bottom of the surface csg. Run Neutron/Lithodensity/Pe/GR/Cal from TD (10265') to 2200'.

6. FORMATION TOPS:

FORMATION	Sub-Sea Elev. (@SHL)	TVD (@SHL)
Green River	4,890	203
Mahogany Bench Mbr.	4,140	953
Wasatch Tongue	2,208	2,885
Green River Tongue	1,891	3,202
Wasatch*	1,750	3,343
Chapita Wells*	1,003	4,090
Uteland Buttes	-270	5,363
Mesaverde*	-869	5,962
Castlegate	-3,480	8,573
TD**	**-5,172**	**10,265**

** Primary Objective*

7. ANTICIPATED OIL, GAS, & WATER ZONES:

A.

Formation	Expected Fluids	Well Depth Top
Green River	Water/Oil Shale	203
Mahogoany Bench Mbr.	Water/Oil Shale	953
Wasatch Tongue	Oil/Gas/Water	2,885
Green River Tongue	Oil/Gas/Water	3,202
Wasatch*	Gas/Water	3,343
Chapita Wells*	Gas/Water	4,090
Uteland Buttes	Gas/Water	5,363
Mesaverde*	Gas/Water	5,962
Castlegate	Gas/Water	8,573

A. Appropriately weighted mud will be used to isolate potential gas, oil, and water zones until such time as casing can be cemented into place for zonal isolation.
B. There are no known potential sources of H_2S.
C. Expected bottom hole pressures are between 4100 psi and 4600 psi.
D. Base of Moderately Saline Water (USGS) at 3418'.

8. BOP EQUIPMENT:

Surface will utilize a diverter rated to no less than 500 psi.

Production hole will be drilled with a 3000 psi BOP stack.

Minimum specifications for pressure control equipment are as follows:

Ram Type: 11" Hydraulic double ram with annular, 3000 psi w.p.

Ram type preventers and associated equipment shall be tested to approved stack working pressure if isolated by test plug or to 70% of internal yield pressure of casing. Pressure shall be maintained for at least 10 minutes or until requirements of test are met, whichever is longer. If a test plug is utilized, no bleed-off pressure is acceptable. For a test not utilizing a test plug, if a decline in pressure of more than 10% in 30 minutes occurs, the test shall be considered to have failed. Valve on casing head below test plug shall be open during test of BOP stack.

Annular type preventers (if used) shall be tested to 50% of rated working pressure. Pressure shall be maintained at least 10 minutes or until provisions of test are met, whichever is longer.

As a minimum, the above test shall be performed:

a. when initially installed:

b. whenever any seal subject to test pressure is broken

c. following related repairs: and

d. at 30 day intervals

Valves shall be tested from working pressure side during BOPE tests with all down stream valves open.

When testing the kill line valve(s) shall be held open or the ball removed.

Annular preventers (if used) shall be functionally operated at least weekly.

Pipe and blind rams shall be activated each trip, however, this function need not be performed more than once a day.

A BOPE pit level drill shall be conducted weekly for each drilling crew.

The BOP and related equipment shall meet the minimum requirements of Onshore Oil and Gas Order No.2 for equipment and testing requirements, procedures, etc., and individual components shall be operable as designed. Chart recorders shall be used for all pressure tests. Pressure tests shall apply to all related well control equipment.

BOP systems shall be consistent with API RP53. Pressure tests will be conducted before drilling out from under casing strings which have been set and cemented in place. Test pressures for BOP equipment are as follows:

Annular BOP -- 1500 psi
Ram type BOP -- 3000 psi
Kill line valves -- 3000 psi
Choke line valves and choke manifold valves -- 3000 psi
Chokes -- 3000 psi
Casing, casinghead & weld -- 1500 psi
Upper kelly cock and safety valve -- 3000 psi
Dart valve -- 3000 psi

Blowout preventer controls will be installed prior to drilling the surface casing plug and will remain in use until the well is completed or abandoned. Preventers will be inspected and operated at least daily to ensure good mechanical working order, and this inspection will be recorded on the daily drilling report. Preventers will be pressure tested before drilling casing cement plugs.

The BLM in Vernal, UT shall be notified, at least 24 hours prior to initiating the pressure test, in order to have a BLM representative on location during pressure testing.

a. The size and rating of the BOP stack is shown on the attached diagram.

b. A choke line and a kill line are to be properly installed.

c. The accumulator system shall have a pressure capacity to provide for repeated operation of hydraulic preventers.

d. Drill string safety valve(s), to fit all tools in the drill string, are to be maintained on the rig floor while drilling operations are in progress.

e. See attached BOP & Choke manifold diagrams.

9. COMPANY PERSONNEL:

Name	Title	Office Phone	Home Phone
John Egelston	Drilling Engineer	505-333-3163	505-330-6902
Bobby Jackson	Drilling Superintendent	505-333-3224	505-486-4706
Glen Christiansen	Project Geologist	817-885-2800	

SURFACE USE PLAN

Name of Operator: XTO Energy, Inc.
Address: P.O. Box 1360; 978 North Crescent
Roosevelt, Utah 84066
Well Location: BPU 15-13H
633' FSL & 2,055' FEL, SW/4 SE/4,
Section 13, T11S, R20E, SLB&M, Uintah County, Utah

The surface owner or surface owner representative and dirt contractor will be provided with an approved copy of the surface use plan of operations and approved conditions of approval before initiating construction.

This well is located on tribal surface and fee mineral that is uncommitted to the Big Pack Unit. An Alameda surface use agreement is in place for the access road and pipeline corridor with Ute Indian Tribe surface use for the well site and remainder of the access road and pipeline corridor is applied for and pending at this time.

The DOGM onsite inspection for the referenced well is pending at this time.

The Ute Indian Tribe onsite inspection for the referenced well was conducted on Thursday, July 24, 2008 at approximately 2:30 pm. In attendance at the onsite inspection were the following individuals:

Brad Pinnecoose	Energy & Minerals Tech	Ute Tribe - Energy & Minerals
Bucky Secakuku	Realty Specialist	BIA – Uintah & Ouray Agency
Jacquelyn Chapoose	Realty Technician	BIA – Uintah & Ouray Agency
Sarah Arrive	Realty Technician	BIA – Uintah & Ouray Agency
Karl Wright	NRS	BLM – Vernal Field Office
Anna Fegeroa	NRS	BLM – Vernal Field Office
Brandon Bowthorpe	Surveyor	Uintah Engineering & Land Surveyin
Randy Jackson	Foreman	Jackson Construction
Jacky LaRose	Foreman	LaRose Construction
Jody Mecham	Engineer	XTO Energy Inc.
Ken Secrest	Regulatory Coordinator	XTO Energy, Inc.

1. Location of Existing Roads:

   a. The proposed well site is located approximately 16.36 miles south of Ouray, Utah.

   b. Directions to the proposed well site have been attached at the end of Exhibit B.

   c. The use of roads under State and County Road Department maintenance are necessary to access the Big Pack Unit area. However, no upgrades to the State or County Road system are proposed at this time.

   d. A Uintah County Road department encroachment is not needed.

   e. All existing roads will be maintained and kept in good repair during all phases of operation.

   e. Vehicle operators will obey posted speed restrictions and observe safe speeds commensurate with road and weather conditions.

f. Since no improvements are anticipated to the State, County, Tribal or BLM access roads no topsoil striping will occur.

2. Planned Access Roads:

a. From the existing LCU 13-12H well site a new access is proposed trending southeast approximately 1.2 miles along existing and new disturbance to the proposed well site. The access crosses no significant drainages but does cross existing irrigation ditches that will require culverts.

b. A road design plan is not anticipated at this time.

c. The proposed access road will consist of a 24' travel surface within a 30' disturbed area across entirely Ute Indian Tribe and Alameda surface.

d. A fee surface use agreement is presently in place and attached for the access road and utility corridor to the proposed wellsite.

e. Ute Indian Tribe surface use for the well site and remainder of the access road and pipeline corridor is applied for and pending at this time.

f. DOGM approval to construct and utilize the proposed access road is requested with this application.

g. A maximum grade of 10% will be maintained throughout the project.

h. No turnouts are proposed since adequate site distance exists in all directions.

i. No low-water crossings and several culverts are anticipated where the access road crosses irrigation ditches. Adequate drainage structures will be incorporated into the road.

j. No surfacing material will come from federal or Indian lands.

k. No gates or cattle guards are anticipated at this time.

l. Surface disturbance and vehicular travel will be limited to the approved location access road.

m. The operator will be responsible for all maintenance of the access road including drainage structures.

3. Location of Existing Wells:

a. Exhibit B has a map reflecting these wells within a one mile radius of the proposed well.

4. Location of Existing and/or Proposed Production Facilities:

a. All permanent structures will be painted a flat, non-reflective Covert Green /Carlsbad Canyon to match the standard environmental colors. All facilities will be painted within six months of installation. Facilities required to comply with the Occupational Safety and Health Act (OSHA) may be excluded.

b. Site security guidelines identified in 43 CFR 3163.7-5 and Onshore Oil and Gas Order No. 3 will be adhered to.

c. A gas meter run will be constructed and located on lease within 500 feet of the wellhead. Meter runs will be housed and/or fenced. All gas production and measurement shall comply with the provisions of 43 CFR 3162. 7-3, Onshore Oil and Gas Order No. 5, and American Gas Association (AGA) Report No. 3.

d. A tank battery will be constructed on this lease, it will be surrounded by a dike of sufficient capacity to contain the storage capacity of the largest tank. All loading lines and valves will be placed inside the berm surrounding the tank battery. All liquid hydrocarbons production and measurement shall conform to the provisions of 43 CFR 3162.7-3 and Onshore Oil and Gas Order No. 4 and Onshore Oil and Gas Order No. 5 for natural gas production and measurement.

e. Any necessary pits will be properly fenced to prevent any wildlife and livestock entry.

f. All access roads will be maintained as necessary to prevent erosion and accommodate year-round traffic. The road will be maintained in a safe useable condition.

g. The site will require periodic maintenance to ensure that drainages are kept open and free of debris, ice, and snow, and that surfaces are properly treated to reduce erosion, fugitive dust, and impacts to adjacent areas.

h. A pipeline corridor containing a single steel gas pipeline is associated with this application and is being applied for at this time. The proposed pipeline corridor will leave the northwest side of the well site and traverse6,371' northwest to the existing LCU 13-12H pipeline corridor.

i. The new gas pipeline will be a 12" or less buried line within a 45' wide pipeline corridor.

j. Construction of the pipeline corridor will temporarily utilize the 30' disturbed width for the road for a total disturbed width of 75' for the road and pipeline corridors. The use of the proposed well site and access roads will facilitate the staging of the pipeline corridor construction.

k. XTO Energy, Inc. intends to bury the pipeline where possible and connect the pipeline together utilizing conventional welding technology.

5. Location and Type of Water Supply:

a. No water supply pipelines will be laid for this well.

b. No water well will be drilled for this well.

c. Drilling water for this will be hauled on the road(s) shown in Exhibit B.

d. Water will be hauled from one of the following sources:
   - Water Permit # 43-10991, Section 9, T8S, R20E;
   - Water Permit #43-2189, Section 33, T8S, R20E;
   - Water Permit #49-2158, Section 33, T8S, R20E;
   - Water Permit #49-2262, Section 33, T8S, R20E;
   - Water Permit #49-1645, Section 5, T9S, R22E;
   - Water Permit #43-9077, Section 32, T6S, R20E;
   - Tribal Resolution 06-183, Section 22, T10S, R20E;

6. Source of Construction Material:

a. The use of materials will conform to 43 CFR 3610.2-3.

b. No construction materials will be removed from Ute Tribal or BLM lands.

c. If any gravel is used, it will be obtained from a state approved gravel pit.

7. Methods of Handling Waste:

a. All wastes associated with this application will be contained and disposed of utilizing approved facilities.

b. Drill cuttings will be contained and buried on site.

c. The reserve pit will be located outboard of the location and along the west side of the pad.

d. The reserve pit will be constructed so as not to leak, break, or allow any discharge.

e. The reserve pit will be lined with 16 mil minimum thickness plastic nylon reinforced liner material. The liner will overlay a felt liner pad only if rock is encountered during excavation. The pit liner will overlap the pit walls and be covered with dirt and/or rocks to hold it in place. No trash, scrap pipe, etc., that could puncture the liner will be disposed of in the pit. Pit walls will be sloped no greater than 2:1. A minimum 2-foot freeboard will be maintained in the pit at all times during the drilling and completion operation.

f. The reserve pit has been located in cut material. Three sides of the reserve pit will be fenced before drilling starts. The fourth side will be fenced as soon as drilling is completed, and shall remain until the pit is dry. After the reserve pit has dried, all areas not needed for production will be rehabilitated.

g. No chemicals subject to reporting under SARA Title III (hazardous materials) in an amount greater than 10,000 pounds will be used, produced, stored, transported, or disposed of annually in association with the drilling, testing, or completion of the well. Furthermore, no extremely hazardous substances, as defined in 40 CFR 355, in threshold planning quantities, will be used, produced, stored, transported, or disposed of in association with the drilling, testing, or completion of the well.

h. Trash will be contained in a trash cage and hauled away to an approved disposal site as necessary but no later than at the completion of drilling operations. The contents of the trash container will be hauled off periodically to the approved Uintah County Landfill near Vernal, Utah.

i. Produced fluids from the well other than water will be produced into a test tank until such time as construction of production facilities is completed. Any spills of oil, gas, salt water or other produced fluids will be cleaned up and removed.

j. After initial clean-up, a 400 bbl tank will be installed to contain produced waste water. This water will be transported from the tank to an approved XTO Energy, Inc. disposal well for disposal.

k. Produced water from the production well will be disposed of at the RBU 13-11F or RBU 16-19F disposal wells in accordance with Onshore Order #7.

l. Any salts and/or chemicals, which are an integral part of the drilling system, will be disposed of in the same manner as the drilling fluid.

m. Sanitary facilities will be on site at all times during operations. Sewage will be placed in a portable chemical toilet and the toilet replaced periodically utilizing a licensed contractor to transport by truck the portable chemical toilet so that its contents can be delivered to the Vernal Wastewater Treatment Facility in accordance with state and county regulations.

8. Ancillary Facilities:

a. Garbage Containers and Portable Toilets are the only ancillary facilities proposed in this application.

b. No camps, airstrips or staging areas are proposed with this application.

9. Well Site Layout: (See Exhibit B)

a. The well will be properly identified in accordance with 43 CFR 3162.6.

b. Access to the well pad will be from the northwest.

c. The pad and road designs are consistent with DOGM specification

d. A pre-construction meeting with responsible company representative, contractors, and the landowner representative will be conducted at the project site prior to commencement of surface-disturbing activities. The pad and road will be construction-staked prior to this meeting.

e. The pad has been staked at its maximum size; however it will be constructed smaller if possible, depending upon rig availability. Should the layout change, this application will be amended and approved utilizing a sundry notice.

f. All surface disturbing activities, will be supervised by a qualified, responsible company representative who is aware of the terms and conditions of the APD and specifications in the approved plans.

g. All cut and fill slopes will be such that stability can be maintained for the life of the activity.

h. Diversion ditches will be constructed as shown around the well site to prevent surface waters form entering the well site area.

i. The site surface will be graded to drain away from the pit to avoid pit spillage during large storm events.

j. The stockpiled topsoil (first 6 inches or maximum available) will be stored in a windrow on the uphill side of the location to prevent any possible contamination. All topsoil will be stockpiled for reclamation in such a way as to prevent soil loss and contamination.

k. Pits will remain fenced until site cleanup.

l. The blooie line will be located at least 100 feet from the well head.

m. Water injection may be implemented if necessary to minimize the amount of fugitive dust.

10. Plans for Restoration of the Surface (Interim Reclamation and Final Reclamation):

a. Site reclamation for a producing well will be accomplished for portions of the site not required for the continued operation of the well.

b. Upon well completion, any hydrocarbons in the pit shall be removed in accordance with DOGM requirements. Once the reserve pit is dry, the plastic nylon reinforced liner shall be torn and perforated before backfilling of the reserve pit. The reserve pit and that portion of the location not needed for production facilities/operations will be re-contoured to the approximate natural contours.

c. Following Best Management Practices the interim reclamation will be completed within 90 days of completion of the well to reestablish vegetation, reduce dust and erosion and compliment the visual resources of the area.
    a. All equipment and debris will be removed from the area proposed for interim reclamation and the pit area will be backfilled and re-contoured.
    b. The area outside of the rig anchors and other disturbed areas not needed for the operation of the well will be re-contoured to blend with the surrounding area and reseeded as requested by the landowner.
    c. Reclaimed areas receiving incidental disturbance during the life of the producing well will be re-contoured and reseeded as soon as practical.

d. The Operator will control noxious weeds along access road use authorizations, pipeline route authorizations, well sites, or other applicable facilities by spraying or mechanical removal. A list of noxious weeds may be obtained from the BLM or the appropriate County Extension Office.

e. Prior to final abandonment of the site, all disturbed areas, including the access road, will be scarified and left with a rough surface. The site will then be seeded and/or planted as prescribed by the landowner.

11. Surface and Mineral Ownership:

a. Surface Ownership –
   - Fee surface; owned by: Alameda Corp. 13.67%, O.S. Wyatt Jr. 86.33 James R. Eltzroth P.O. Box 270780, Corpus Christi TX, 78471. The landowner contact is George Jackson who can be reached at 435-828-4158.
   - Indian surface; Ute Indian Tribe under the management of the Energy & Minerals Department, P.O. Box 190, Fort Duchesne, Utah 84026; 435-725-4950

b. Mineral Ownership – Fee ownership;

12. Other Information:

a. Operators Contact Information:

Title	Name	Office Phone	Mobile Phone	e-mail
Company Rep.	Ken Secrest	435-722-4521	435-828-1450	Ken_Secrest@xtoenergy.com
Agent	Don Hamilton	435-719-2018	435-719-2018	starpoint@etv.net

b. Buys & Associates, Inc. has conducted a Class III archeological survey. A copy of the report is attached and has also been submitted under separate cover to the appropriate agencies by Buys & Associates, Inc.

c. Alden Hamblin has conducted a paleontological survey. A copy of the report is attached and has also been submitted under separate cover to the appropriate agencies by Alden Hamblin.

Certification:

I hereby certify that I, or someone under my direct supervision, have inspected the drill site and access route proposed herein; that I am familiar with the conditions which currently exists; that I have full knowledge of state and Federal laws applicable to this operation; that the statements made in this APD package are, to the best of my knowledge, true and correct; and that the work associated with the operations proposed herein will be performed in conformity with this APD package and the terms and conditions under which it is approved. I also certify that I, or the company I represent, am responsible for the operations conducted under this application and that bond coverage is provided under XTO Energy, Inc's Fee bond104312-762 and BIA bond 104312 789.

Executed this 7th day of November, 2008.

Don Hamilton

Don Hamilton -- Agent for XTO Energy, Inc.
2580 Creekview Road
Moab, Utah 84532

435-719-2018
starpoint@etv.net

BOP Equipment

3000psi WP

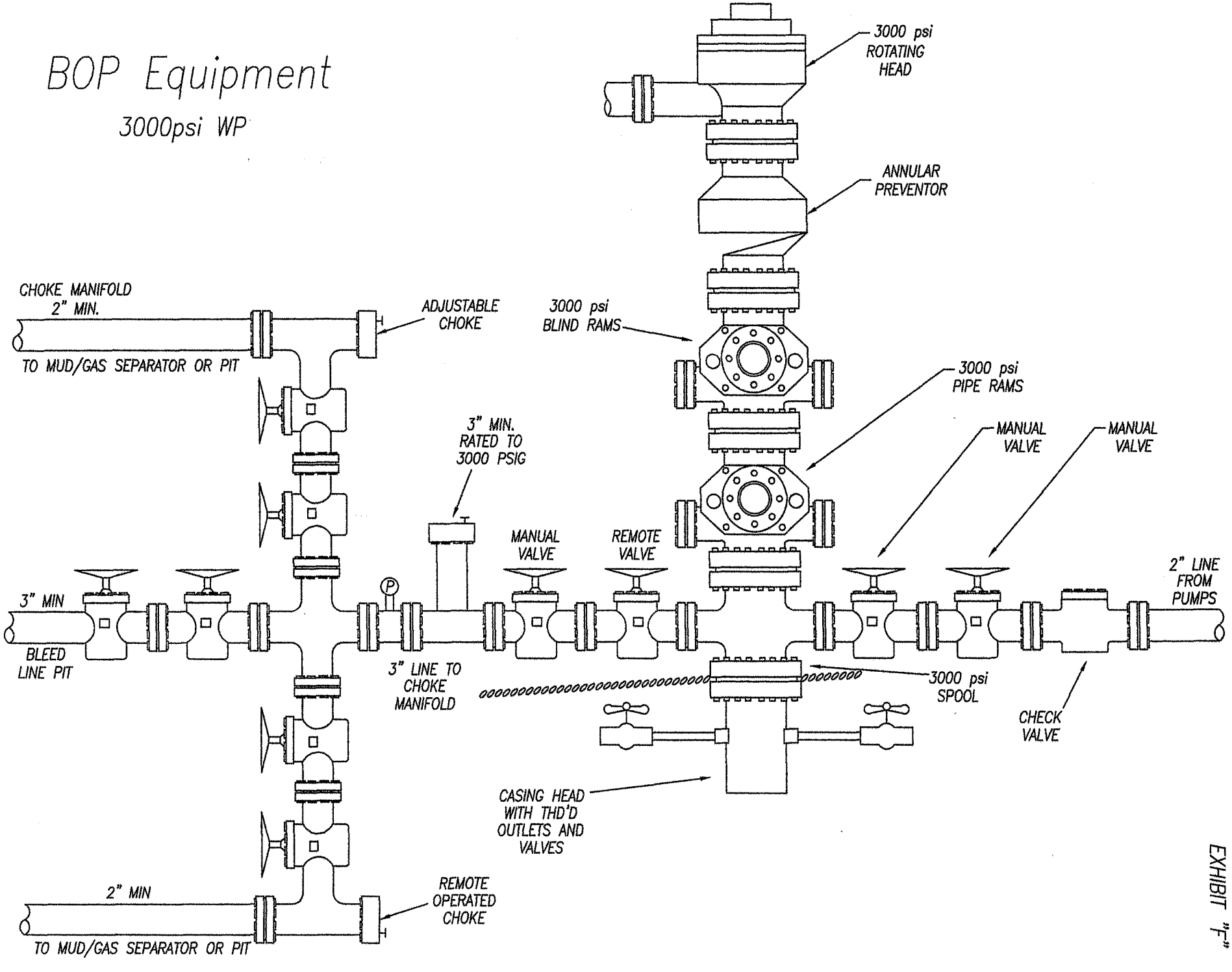


EXHIBIT "F"

CLASS III CULTURAL RESOURCE INVENTORY OF XTO ENERGY'S PROPOSED BIG PACK UNIT LOCATION #15-13H, ASSOCIATED ACCESS ROAD, AND PIPELINE

UINTAH COUNTY, UTAH

Author:

Shina duVall, Cultural Resource Specialist

Prepared for:
XTO Energy
1400 North State Street; PO Box 1360
Roosevelt, UT 84066

Prepared by:
Buys & Associates, Inc. Environmental Consultants
300 E. Mineral Avenue, Suite 10
Littleton, CO 80122-2655

Principal Investigator: Jonathan D. Kent, Ph.D
Field Supervisor: Stephen Snyder

Buys & Associates, Inc. Report No.: U-07-390-14-0045
State of Utah Project No.: U-07-UY-1184ibp

November 8, 2007

Utah State Archaeological Survey Permit No.: 85
United States Department of the Interior Federal Land Policy and Management Act (FLPMA) Permit No.: 07UT85002

CONFIDENTIALITY NOTICE:

Section 304 of the National Historic Preservation Act (16 U.S.C. 470w-3[a]) and Section 9 of the Archaeological Resources Protection Act of 1979 (16 U.S.C. 470hh) establish regulations regarding the confidentiality of information concerning the nature and location of archaeological resources. Therein is stated that information concerning the nature and location of any archaeological resource may not be made available to the public unless the Federal land manager concerned determines that such disclosure would not create a risk of harm to such resources or to the site at which such resources are located, or impede the use of a traditional religious site by practitioners.

As such, to the extent permitted by law, all information on archaeological resources and their locations gathered and presented with regard to the proposed project will be treated as confidential. All parties associated with the proposed project will ensure (1) that all information regarding specific site locations is kept confidential except for disclosures required by law or necessary to carry-out protection of sites; (2) that specific site locations are not included in any document made available to the general public; and (3) this information shall not be utilized by the requestor to destroy, excavate, or vandalize resources.

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1. INTRODUCTION

Buys & Associates, Inc. (B&A) conducted this Class III cultural resource inventory of XTO Energy's proposed well location #15-13H, associated access road and pipeline. The Project Area is located east of the Green River, just south of the confluence of Hill Creek and Willow Creek, in the general area of Big Pack Mountain in the Uinta Basin, Uintah County, Utah. The legal location of the Project Area is in Section 12 and 13, Township 11S, Range 20E (**Figure 1.1**). The total area of survey included 24.28 acres on land administered by the Uintah and Ouray Ute Indian Tribe, the Bureau of Land Management (BLM) Vernal Field Office, and private ownership.

This cultural resource inventory was conducted in compliance with Federal and State legislation including Section 106 of the National Historic Preservation Act of 1966 (as amended) (NHPA), the National Environmental Policy Act of 1969, the Archaeological and Historic Preservation Act of 1974, the Archaeological Resources Protection Act of 1979 (ARPA), and the American Indian Religious Freedom Act of 1978. The NHPA sets forth national policy and procedures regarding "historic properties"—that is, regions, sites, buildings, structures, and objects included in or eligible for the National Register of Historic Places (NRHP). Section 106 of the NHPA requires Federal agencies to consider the effects of their undertakings on such properties, following regulations issued by the Advisory Council on Historic Preservation (ACHP) (36 CFR 800).

Criteria for evaluating the significance of resources for listing on the NRHP are outlined in 36 CFR 800.10, "National Register Criteria." The quality of significance in American history, architecture, archaeology, engineering, and culture is present in districts, sites, buildings, structures, and objects that possess integrity of location, design, setting, materials, workmanship, feeling, and association, and:

a) that are associated with events that have made a significant contribution to the broad patterns of our history;

b) that are associated with the lives of persons significant in our past;

c) that embody the distinctive characteristics of a type, period, or method of construction, or represent the work of a master, or that possess high artistic values, or that represent a significant and distinguishable entity whose components may lack individual distinction; and

d) that have yielded, or may be likely to yield, information important in prehistory or history.

This Class III cultural resource inventory was conducted by Shina duVall of B&A on October 2 and 3, 2007. The records search was conducted by Marty Thomas at the Division of State History, Salt Lake City, Utah on October 1, 2007. Jonathan D. Kent, Ph.D, served as the principal investigator. Stephen Snyder and Shina duVall served as the Field Supervisors. All field notes and photographs are on file at B&A's office in Littleton, Colorado under project number U-07-390-14-0045.

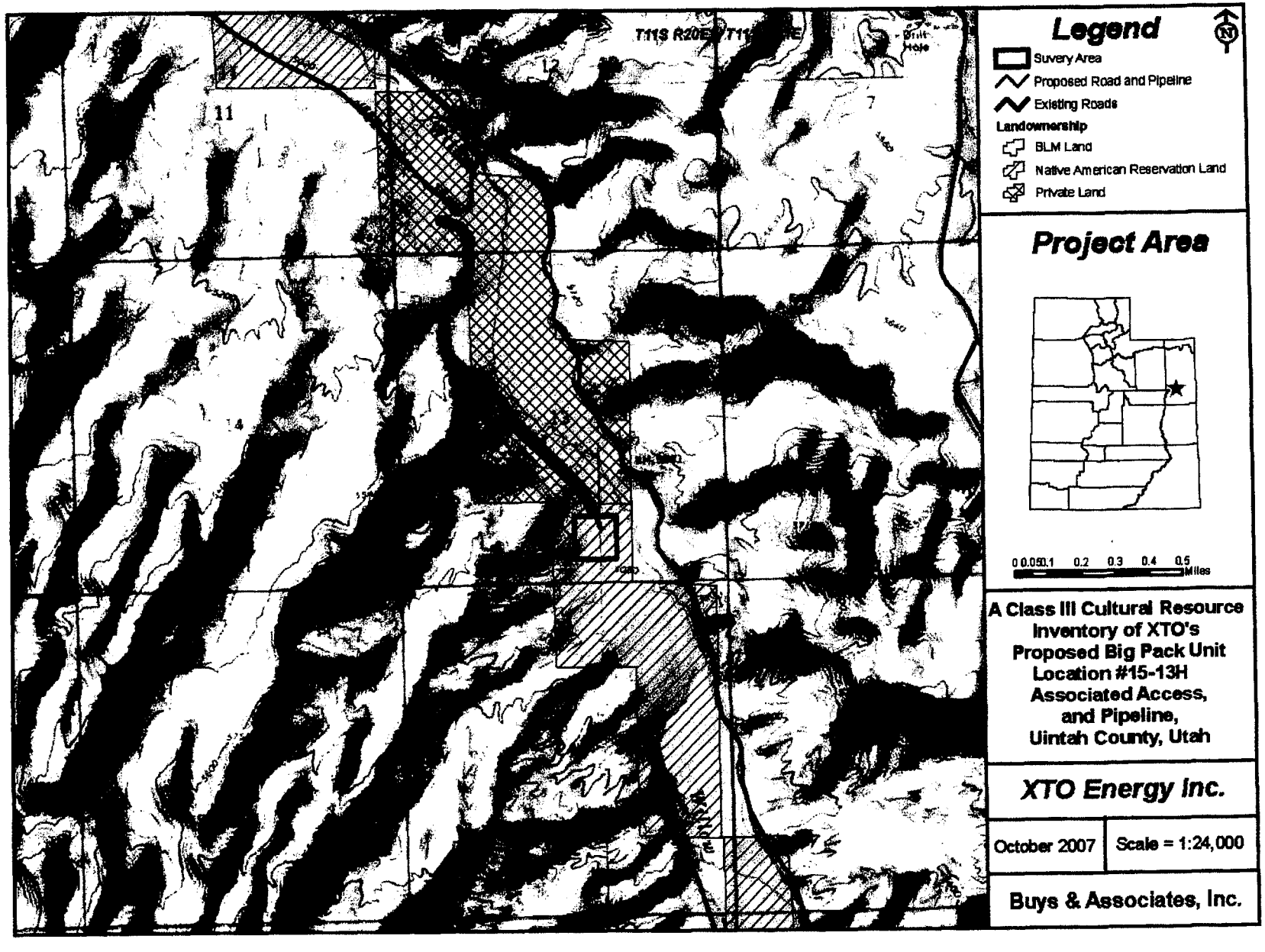


Figure 1.1 Location of XTO Energy's Proposed Big Pack Unit #15-13H, Associated Access Road and Pipeline.

The Archaic stage, which dates from approximately 8000 B.P. to 1500 B.P., is better represented in the archaeological record of the area. This period is further subdivided into the Early Archaic phase, which dates from approximately 8000 to 5000 B.P.; the Middle Archaic, which dates to approximately 5000 B.P. to 2500 B.P.; and the Late Archaic, which dates from approximately 2500 B.P. to 1450 B.P. In the Uinta Basin, there are few artifacts or sites dating to the Early Archaic, but the Middle and Late Archaic phases are better represented in the archaeological record (Holmer 1986). In comparison to the Paleoindian period, the Archaic period is characterized by increased foraging subsistence strategy. Archaic peoples exploited a wide variety of floral resources, and began hunting an array of smaller to medium-sized game animals such as cottontail rabbits, muskrats, birds, beavers, prairies dogs, deer, antelope, mule, and bighorn sheep. Archaic period cultural material includes an elaboration and expansion of the lithic toolkit with the introduction of new types of projectile points and the atlatl. Site types associated with the Archaic period include rock shelters, open-air campsites, plant gathering areas, and processing sites (Spangler 1995). The archaeological record indicates that the population in the Uinta Basin increased during the Middle Archaic period and continued to increase into the Late Archaic period. The first evidence of the construction of formal architectural features, such as semi-subterranean residential structures, and the beginnings of maize horticulture begin during the Late Archaic period.

The Formative period (Fremont) dates to approximately 2500 B.P. to annos domini (A.D.) 1400. During this period, the populations living in the Uinta Basin became more dependent on cultivated crops including corn, beans, and squash (Marwitt 1970). The Formative period is also marked by increased sedentism and the introduction of more elaborate and formal architectural features, such as shallow pithouse structures. Larger groups began occupying more permanent villages and some habitation sites appear to be positioned in strategic locations, such as atop buttes (Shields 1970). In addition, the Formative period, known in this area as the Uinta Fremont, witnessed the introduction of additional specialized technologies such as ceramics and the bow and arrow. The archaeology of Uinta Fremont architectural features has revealed evidence of postholes, hearths, two-handled wide-mouth vessels, and metates (Shields 1970).

The archaeological record indicates that the Formative period overlaps with the Post-Formative (Protohistoric) period as evidence suggests the arrival of Numic peoples in the area before the disappearance of Formative-period peoples (Reed 1994). Evidence of Numic (Ute and Shoshonean) artifacts and sites appears around approximately A.D. 1100. This transition from the Formative to the Post-Formative (Protohistoric) periods is characterized by a return to subsistence and settlement patterns that resembled the Archaic period trends, including more nomadic and semi-sedentary lifeways, and increased hunting and gathering. The exact nature, timing, and reasons for this transition and the apparent replacement of the rich and extensive Fremont culture and subsequent return to a more nomadic, hunting and gathering lifeway is unknown. Floral and faunal resources exploited by Numic-speaking peoples appear to have included goosefoot, grass seeds, pinyon nuts, juniper berries, squawbush berries and leaves, hackberry seeds, saltbush seeds, knotweed, chokecherry, chickweed, various small game, and deer, elk, pronghorn, and bison (Reed 1994:191). The habitation features of the Numic-speaking peoples consist primarily of wickiups, which are frame huts covered with matting made from bark or brush. It appears that the seasonal movement of small groups during this period was necessary to utilize these various resources. Cultural material in the archaeological record that is associated with Numic-speaking peoples

1996). Originally, the Uintah-Ouray Reservation encompassed over 3.5 million acres. However, today, the Uintah Utes, White River Utes, and Uncompahgre Utes occupy only a small fraction of their former reservation lands. Between 1890 and 1933, over 500,000 acres of the Uintah-Ouray Reservation were taken for homesteading, and in 1906, over 900,000 additional acres were taken from the reservation and added to the National Forests (Clemmer 1986).

Thomas Smart was one of the first white settlers to inhabit the area east of Ouray in 1878. This was followed by additional settlement in the area of the White River in the late 1870s to early 1880s. In 1888, gilsonite and other asphaltum minerals were discovered in various parts of the basin, which included eastern portions of the Uintah-Ouray Reservation. Miners convinced the Federal government to withdraw 7,000 acres from the reservation so that they could legally proceed with gilsonite mining activities. This area was called "the Strip." Between the late 1880s and early 1900s, the Dawes Act of 1887 and other mining and development campaigns succeeded in opening the Uinta Basin Indian Reservations, including the Uintah, the Ouray, and the Uncompahgre, to homesteading, development, and mining activities. The Mormon presence and increased settlement in the area grew after Thomas Smart's brother, William H. Smart, organized several expeditions into the Ouray Valley and the newly opened Ute Reservation. William H. Smart also became the president of the Wasatch Latter Day Saints (LDS) State in 1901 (Burton 1998). Several LDS families relocated to this area following Smart's initial exploration.

Early settlers in the region depended on livestock as the primary industry. Ranching and livestock make up an important part of the history of the Uinta Basin. Cattle were brought in from Brown's Park in Texas and other eastern areas since the early 1850s, and they were brought up to the Green River and surrounding mountain areas. The area offered an abundance of grass and water appropriate for livestock management. In 1912, the Uintah Cattle and Horse Growers Association was established. This group served to organize and issue brands to ranchers and to curtail rampant cattle rustling, which was becoming a significant problem as existing ranches grew in size and new ranches were established in the area (Burton 1996). Following the development of the cattle ranching industry, the sheep industry and the production of wool became an important industry in the Uinta Basin and its introduction coincided and possibly played a part in the waning of the cattle ranching industry. Sheep were desirable because of their heartiness and ability to survive the difficult basin winters better than cattle. Robert Bodily introduced the region to sheep in 1879 when he introduced a herd of 60. Following this introduction, the number of sheep being ranched in the region grew to approximately 50,000 head by the mid 1890s. Large-scale shearing corrals were built by C.S. Carter, and later by the Uintah Railway Company, and in 1899, the Uinta Basin sheep ranching industry was shipping 500,000 pounds of wool out of the area. The enormous growth of the wool industry in the region resulted in the passing of the Taylor Grazing Act in 1934, which designated certain areas as "districts" to stockmen, and required permits for livestock grazing. This act and acts like it led in part to the development of the Bureau of Land Management in 1946 (Burton 1996).

Uintah County is recognized for its various natural resources. These include coal, copper, iron, asphalt, shale, and as aforementioned, gilsonite. Commercial oil production began in 1948, but was not fully exploited until the 1970s, when the price of crude oil increased. The region has since experienced a boom and bust economic climate that is highly dependent on the price of and demand for oil and gas. Most

Table 4.1 Previous Cultural Resource Inventories Conducted in the Vicinity of the Project Area and Applicable Findings

Project No.	Company Name	Project Name	Findings
		Cultural Resource Inventory for a well pad, its access and flowline, Uintah County, Utah	
U-05-AY-0466b	James A. Truesdale	Dominion Exploration & Production: Little Canyon Unit #13-12H; A Cultural Resource Inventory for a well pad, its access and flowline, Uintah County, Utah	No cultural resources documented in proposed project area
U-06-AY-0147b	James A. Truesdale	Dominion Exploration & Project, Inc.: Little Canyon Unit #1-12H; A Cultural Resource Inventory for a well pad, its access and flowline, Uintah County, Utah	No cultural resources documented in proposed project area
U-06-AY-0188b	James A. Truesdale	Dominion Exploration & Project, Inc.: Little Canyon Unit #3-12H; A Cultural Resource Inventory for a well pad, its access and flowline, Uintah County, Utah	No cultural resources documented in proposed project area
U-06-AY-0189b	James A. Truesdale	Dominion Exploration & Projection, Inc.: Little Canyon Unit #4-12H; A Cultural Resource Inventory for a well pad, its access and flowline, Uintah County, Utah	No cultural resources documented in proposed project area
U-06-AY-194b	James A. Truesdale	Dominion Exploration & Projection, Inc. Little Canyon Unit #12-12H: A Cultural Resource Inventory for a well pad, its access and pipeline, Uintah County, Utah	No cultural resources documented in proposed project area
U-06-AY-0418b	James A. Truesdale	Dominion Exploration & Projection, Inc. Little Canyon Unit #9-12H: A Cultural Resource Inventory for a well pad, its access and pipeline, Uintah County, Utah	No cultural resources documented in proposed project area
U-06-AY-0419b	James A. Truesdale	Dominion Exploration & Production, Inc. Little Canyon Unit #16-12H; A cultural Resource Inventory for a well pad, its access and pipeline, Uintah County, Utah	No cultural resources documented in proposed project area

5. FIELD SURVEY

- All vehicular traffic, personnel and equipment movement, and construction activities should be confined to the locations surveyed for cultural resources as referenced in this report, and to the existing roadways and/or inventoried access routes.

Spangler, J.D. 1995. Paradigms and Perspectives, A Class I Overview of Cultural Resources in the Uinta Basin and Tavaputs Plateau, Volume II. Uinta Research, Salt Lake City, Utah.

PALEONTOLOGY EVALUATION SHEET

PROJECT: Dominion Exploration & Production Well **BPU #15-13H**

LOCATION: Fifteen miles south of Ouray, Utah. 633' FSL 2055' FEL, Section 13, T11S, R20E, Uintah County, Utah.

OWNERSHIP: PRIV[X] STATE[ ] BLM[ ] USFS[ ] NPS[ ] IND[ ] MIL[ ] OTHER[ ]

DATE: July 26, 2007

GEOLOGY/TOPOGRAPHY: Canyon walls in surrounding area are of the Green River Formation, upper part, Upper Eocene age. The well pad sits on the west side of Willow Creek on valley alluvium. The road and pipeline come in from the north along the west side of the valley next to some Green River Formation exposures.

PALEONTOLOGY SURVEY: YES [ ] NO Survey [X] PARTIAL Survey [ ]

SURVEY RESULTS: Invertebrate [ ] Plant [ ] Vertebrate [ ] Trace [ ] No Fossils Found [ ]

PALEONTOLOGY SENSITIVITY: HIGH [ ] MEDIUM [ ] LOW [X] (PROJECT SPECIFIC)

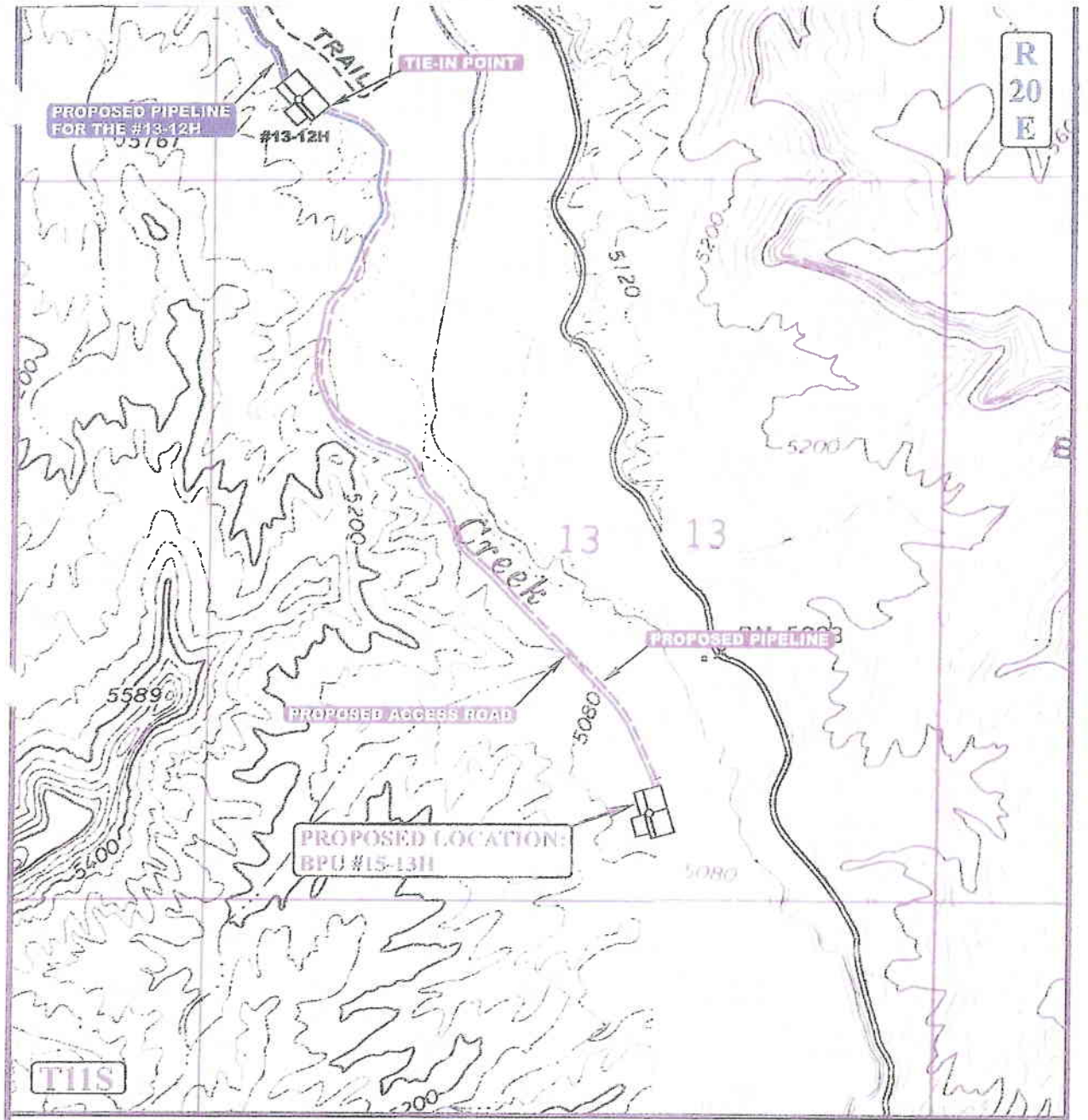
MITGATION RECOMMENDATIONS: NONE [X] OTHER [ ] (SEE BELOW)

No recommendations being made.

There is always some potential for discovery of significant paleontological resources in the Green River Formation. If significant vertebrate fossils (mammals, crocodiles, complete turtle shells, fish, etc.) are encountered during construction, work should stop in that area and a paleontologist should be contacted to evaluate the material discovered.

PALEONTOLOGIST: Alden H. Hamblin

A.H. Hamblin Paleontological Consulting, 3793 N. Minersville Highway, Cedar City, Utah 84720 (435) 867-8355
Utah State Paleontological Permit # 07-355, BLM paleontological Resources Permit # UT-S-05-02, Ute Tribe Access Permits – 03/31/07 & 09/30/07. Utah Professional Geologist License – 5223011-2250.



APPROXIMATE TOTAL PIPELINE DISTANCE = 6,371' +/-

LEGEND:

PROPOSED ACCESS ROAD
EXISTING PIPELINE
PROPOSED PIPELINE
PROPOSED PIPELINE (SERVICING OTHER WELLS)

N

DOMINION EXPLR. & PROD., INC.

BPU #15-13H
SECTION 13, T11S, R20E, S.L.B.&M.
633' FSL 2055' FEL

Uintah Engineering & Land Surveying
85 South 200 East Vernal, Utah 84078
(435) 789-1017 * FAX (435) 789-1813

TOPOGRAPHIC MAP	05 MONTH	09 DAY	07 YEAR	D TOPO
SCALE: 1" = 1000'	DRAWN BY: B.C.	REVISED: 00-00-00		

BPU 15-13H
• road
• Pipe

PIPELINE EASEMENT AND RIGHT-OF WAY AGREEMENT

THIS PIPELINE EASEMENT AND RIGHT-OF-WAY AGREEMENT ("**Agreement**") is entered into this 1st day of July, 2007, by and between **OSCAR S. WYATT, JR.** whose mailing address is 8 Greenway Plaza, Suite 930, Houston, Texas 77046 and **ALAMEDA CORPORATION** whose mailing address is 8 Greenway Plaza, Suite 930, Houston, TX 77046 ("**Grantors**"), and ~~**DOMINION EXPLORATION AND PRODUCTION, INC. ("Dominion")**~~ **XTO ENERGY, INC.** ("**Grantee**"), with offices at 14000 Quail Springs Parkway, #600 Oklahoma City, OK 73134-2600.

Recitals

A. Grantors are the fee simple owners of record title of the surface estate in the following described lands in Uintah County, Utah:

Township 11 South, Range 20 East, S.L.M.

Section 12: SW¼SW¼
Section 13: SE¼NW¼, NE¼SW¼, NW¼SE¼

(containing 160.00 acres, more or less)

("**Subject Lands**"); and

B. Grantee is in the business of exploring for, developing, producing, and processing natural gas, oil, and associated hydrocarbons; and,

C. Grantee has acquired rights to the oil and gas estate underlying certain lands located in T11S-R20E-S13 from the United States, owner of the mineral estate; and,

D. Grantee is the operator of the BPU #15-13H Well ("**Well**") to be drilled SW¼SE¼ of the subject Section 13 lands; and,

E. Grantee desires to construct, operate, and maintain a natural gas (gathering system) pipeline across the Subject Lands to the Well; and,

F. With this Agreement, Grantee and the Grantors desire to establish terms for the pipeline easement and right-of-way.

NOW THEREFORE, for and in consideration of sum of $3,164.00 and other good and valuable consideration, Grantors grant to Grantee and its successors and assigns, a right-of-way and easement ("**Easement**") to construct, maintain, operate, inspect, repair, alter, replace and remove pipelines and appurtenant facilities for the transportation of oil, gas, or other hydrocarbons across, under, or over the Subject Lands, depicted and described on the plat attached hereto as Exhibit A, and incorporated into this

Agreement by reference. Said Easement shall be 60 (sixty) feet wide, 30 (thirty) feet on either side of the centerline, for a distance of 210.92 rods.

1. **Access.** Grantors acknowledge Grantee's non-exclusive right of access on and over the surface estate in the Subject Lands and such surface use as is reasonably necessary to produce and transport oil, gas, and associated hydrocarbons, as defined by Utah law. Should Grantee's activities damage any of Grantor's roads or fences, Grantee shall promptly repair or compensate Grantor to repair such damages.

2. **Compensation for Pipeline Right-of-Way and Easement.** Grantee will pay to Grantors at the time of the signing of this Agreement the sum of $3,164.00 for the Easement which includes damages to the surface estate resulting from its construction and use. The foregoing compensation includes all sums to be paid for damages to the surface estate resulting from the exercise of rights herein granted.

3. **Term of Grant**. Rights granted by this Agreement shall continue so long as Grantee, its successors or assigns, are actively engaged in operations on the Subject Lands, or until written surrender of such rights by Grantee, its successors or assigns, whichever is the earlier. Grantee shall have the authority to surrender separately any part of the Subject Lands, in which event, the surrendered portion of the Subject Lands shall no longer be subject to this Agreement.

4. **Right of Occupancy**. Grantee shall have all rights and benefits necessary or convenient for the full enjoyment and use of the rights granted, including the right of ingress and egress over and across the Subject Lands to and from the Easement, and the right from time to time to cut trees, undergrowth, and other obstructions that may injure, endanger, or interfere with the Grantee's use of the Easement. Grantee agrees to conduct all of its operations in a good and workmanlike manner and after completion of construction, shall remove all debris, trash, equipment and surplus materials from the right-of-way. Should any of the pipeline be buried, Grantee shall inspect the right-of-way twice a year to insure that there are no wash outs or depressions in the pipeline ditch and if such exist Grantee shall take such actions as necessary to fill in the depressions and restore the surface to the original condition as much as reasonably possible.

5. **Assignment of Rights**. All rights and obligations under this Agreement shall run with the Subject Lands and shall inure to the benefit of and be binding upon the heirs, successors, or assigns of each party.

6. **Indemnification**. Grantee and its agents and subcontractors hereby agree to indemnify and hold Grantors, its employees, heirs, agents, lawyers and assigns harmless of, from and against all liabilities, claims, damages, losses, liens, fines, penalties, costs, causes of action, suits, judgments and expenses (including without limitation court costs, attorneys' fees and paralegal fees, fees and costs of expert witnesses and costs of investigation) of any nature, kind or description or any person or entity (including but not limited to deaths of or injuries to employees of Grantee and its contractors, agents and employees or any other persons, including all third persons

whatsoever), or damages to property, directly or indirectly, proximately or remotely, arising out of, caused by or resulting from, in whole or part from: (a) the present or future condition, state of repair or defect of Grantors' property and/or improvements thereto, whether latent or visible, known or unknown, (b) any act or omission (whether negligent or not) of Grantee or its employees, contractors or their employees or anyone that they control or exercise control over or any other person entering upon Grantors' property under or with the express or implied invitation of Grantee, (c) any breach, violation of this Agreement or (d) the use of or occupancy of the property even if and including if any such liabilities arise from or are attributable to, in whole or in part, to Grantors' negligence or strict liability. In case any action or proceeding is brought against Grantors by third parties resulting from Grantee's activities on the property, upon notice, Grantee agrees to defend Grantors in such action or proceeding.

7. **Notices and Payment**. Notices shall be in writing and shall be given by certified or registered mail to Dominion, Oscar S. Wyatt, Jr., and Alameda Corporation at the following addresses:

XTO Energy, Inc.
810 Houston St.
Fort Worth, TX 76102-6298
Attn: Mr. Shannon Nichols

~~Dominion Exploration and Production, Inc.~~
~~14000 Quail Springs Parkway, # 600~~
~~Oklahoma City, OK 73134-2600~~
~~Attention: Mr. Russell R. Waters~~

Oscar S. Wyatt, Jr.
3355 West Alabama
Houston, TX 77098

Alameda Corporation
3355 West Alabama
Houston, TX 77098

or to such address as the party may designate to the other in writing not less than thirty days before that event which triggers notices. Notices shall be effective the third day after the date of mailing, postage prepaid.

8. **Governing Law**. The laws of the State of Utah shall control the rights of the parties under this contract.

9. **Modifications.** This Agreement may not be amended or modified, except by a written instrument to such effect signed by the parties.

10. **Confidentiality and Recording.** The financial terms of this Agreement shall remain confidential as between the parties. Grantee, at its option, may record in Uintah County or submit to regulatory agencies having jurisdiction over oil and gas operations, a memorandum of agreement containing essential elements of the Agreement to give constructive notice of its rights or to comply with regulatory requirements for

evidence of an agreement with Grantors. However, in no event shall the financial terms be recorded or divulged to third parties, except as a legitimate purchaser or transferee.

11. **Waiver.** By signing this Agreement, neither party waives its statutory and common law rights to occupancy and enjoyment of their respective estates, except as expressly provided in this Agreement with regard to the Easement.

12. **Further Waiver.** Failure of either party hereto to enforce any provision of this Agreement at any time shall not be construed as a waiver of such provision or of any other provision of this Agreement.

13. **Severability.** If any provision in this Agreement is held invalid or unenforceable, the remainder of this Agreement shall continue in full force and effect.

14. **Attorneys' Fees.** In the event that any party hereto brings any action to enforce or interpret the provisions of this Agreement, the prevailing party in such action, as determined by the court, shall be awarded from the non-prevailing party all of its costs and attorneys' fees incurred in connection with such action, including all costs and attorneys' fees associated with any appeals.

15. **Entire Agreement.** This Agreement, together with the attached Exhibit A, constitutes the entire agreement between the parties relating to the subject matter hereof, and supersedes any prior agreements and understandings between the parties.

16. **Counterparts.** This Agreement may be executed in one or more counterparts, each of which shall be an original, but all of which together shall constitute one and the same instrument, and it shall not be necessary in making proof of this Agreement to produce or account for more than one original.

Dated this 1st day of July, 2007.

XTO Energy Inc.
~~Dominion Exploration and Production, Inc.~~

By _____

Its _____

Alameda Corporation

By _____

Its President

Oscar S. Wyatt, Jr.

By _____

ACKNOWLEDGMENTS

STATE OF OKLAHOMA)
) ss.
COUNTY OF OKLAHOMA)

Before me, a notary public in and for said state, on this ____ day of _____, 2007, personally appeared _____, to me known to be the identical person who subscribed the name of the maker thereof to the foregoing instrument as its _____ and acknowledged to me that he executed the same as his free and voluntary act and deed, and as the free and voluntary act and deed of such corporation for the uses and purposes therein set forth.

Witness my hand and official seal

My commission expires: _____

_____
NOTARY PUBLIC
Residing at: _____

STATE OF TEXAS)
: ss.
COUNTY OF HARRIS)

The instrument was acknowledged before me the 19 day of December 2007, by Mt Amdal, as President of Alameda Corporation, a Texas corporation, on behalf of said corporation.

Witness my hand and official seal

My commission expires: June 28, 2008

CATHERINE HARRY
MY COMMISSION EXPIRES
June 28, 2008

C Harry
NOTARY PUBLIC
Residing at: _____

STATE OF TEXAS)
: ss.
COUNTY OF HARRIS)

This instrument was acknowledged before me on the 19 day of December 2007, by Oscar S. Wyatt Jr.

Witness my hand and official seal

My commission expires: June 28, 2008.

C Harry
NOTARY PUBLIC
Residing at:

STATE OF TEXAS)
: ss.
COUNTY OF _____)

The instrument was acknowledged before me the ____ day of _____, 20___, by_____, as _____ of XTO Energy, Inc. a Texas corporation, on behalf of said corporation.

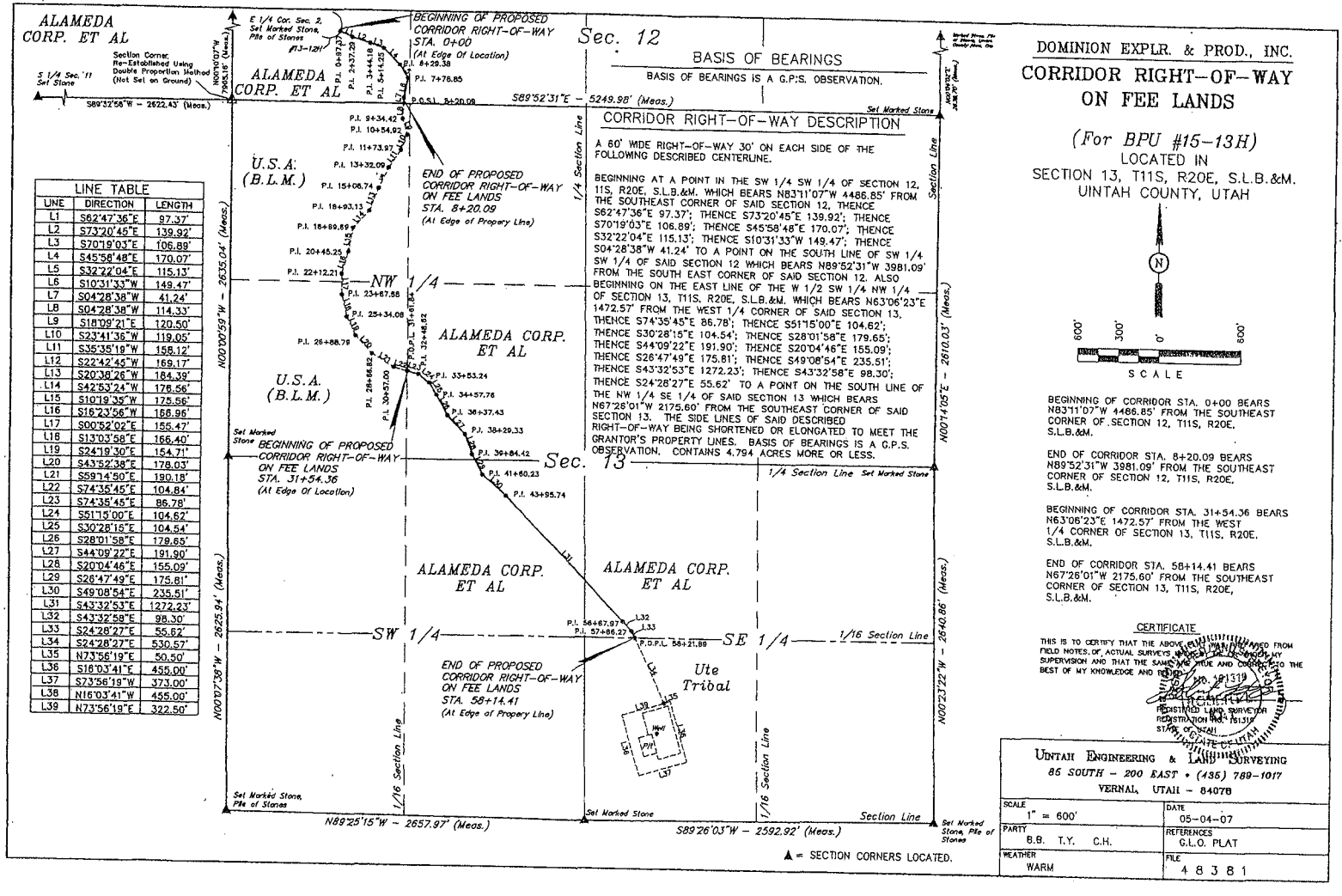
Witness my hand and official seal

My commission expires: _____

_____
NOTARY PUBLIC
Residing at:_____

{00018136.1}

EXHIBIT "A"



LINE TABLE		
LINE	DIRECTION	LENGTH
L1	S62°47'36"E	97.37'
L2	S73°20'45"E	139.92'
L3	S70°19'03"E	106.89'
L4	S45°58'48"E	170.07'
L5	S32°22'04"E	115.13'
L6	S10°31'33"W	149.47'
L7	S04°28'38"W	41.24'
L8	S04°28'38"W	114.33'
L9	S18°09'21"E	120.50'
L10	S23°41'36"W	119.05'
L11	S35°35'19"W	156.12'
L12	S22°42'45"W	169.17'
L13	S20°36'26"W	184.39'
L14	S42°53'24"W	176.56'
L15	S10°19'35"W	175.56'
L16	S16°23'56"W	166.96'
L17	S00°52'02"E	155.47'
L18	S13°03'58"E	166.40'
L19	S24°19'30"E	154.71'
L20	S43°52'38"E	178.03'
L21	S59°14'50"E	190.18'
L22	S74°35'45"E	104.84'
L23	S74°35'45"E	86.78'
L24	S51°15'00"E	104.62'
L25	S30°28'15"E	104.54'
L26	S28°01'58"E	179.65'
L27	S44°09'22"E	191.90'
L28	S20°04'46"E	155.09'
L29	S26°47'49"E	175.81'
L30	S49°08'54"E	235.51'
L31	S43°32'53"E	1272.23'
L32	S43°32'58"E	98.30'
L33	S24°28'27"E	55.62'
L34	S24°28'27"E	530.57'
L35	N73°56'19"E	50.50'
L36	S16°03'41"E	455.00'
L37	S73°56'19"W	373.00'
L38	N16°03'41"W	455.00'
L39	N73°56'19"E	322.50'

DOMINION EXPLR. & PROD., INC.

CORRIDOR RIGHT-OF-WAY ON FEE LANDS

(For BPU #15-13H)

LOCATED IN
SECTION 13, T11S, R20E, S.L.B.&M.
UINTAH COUNTY, UTAH

N

600' 300' 0' 600'

SCALE

BEGINNING OF CORRIDOR STA. 0+00 BEARS N83°11'07"W 4486.85' FROM THE SOUTHEAST CORNER OF SECTION 12, T11S, R20E, S.L.B.&M.

END OF CORRIDOR STA. 8+20.09 BEARS N89°52'31"W 3981.09' FROM THE SOUTHEAST CORNER OF SECTION 12, T11S, R20E, S.L.B.&M.

BEGINNING OF CORRIDOR STA. 31+54.36 BEARS N63°06'23"E 1472.57' FROM THE WEST 1/4 CORNER OF SECTION 13, T11S, R20E, S.L.B.&M.

END OF CORRIDOR STA. 58+14.41 BEARS N67°26'01"W 2175.60' FROM THE SOUTHEAST CORNER OF SECTION 13, T11S, R20E, S.L.B.&M.

CERTIFICATE

THIS IS TO CERTIFY THAT THE ABOVE PLAT WAS PREPARED FROM FIELD NOTES OF ACTUAL SURVEYS MADE BY ME OR UNDER MY SUPERVISION AND THAT THE SAME ARE TRUE AND CORRECT TO THE BEST OF MY KNOWLEDGE AND BELIEF.

REGISTERED LAND SURVEYOR REGISTRATION NO. 161319 STATE OF UTAH

UINTAH ENGINEERING & LAND SURVEYING	
85 SOUTH - 200 EAST • (435) 789-1017 VERNAL, UTAH - 84078	
SCALE 1" = 600'	DATE 05-04-07
PARTY B.B. T.Y. C.H.	REFERENCES G.L.O. PLAT
WEATHER WARM	FILE 48381

ACCESS ROAD EASEMENT AND RIGHT-OF WAY AGREEMENT

THIS ACCESS ROAD EASEMENT AND RIGHT-OF-WAY AGREEMENT ("**Agreement**") is entered into this 1st day of July, 2007, by and between Oscar S. Wyatt, Jr. whose mailing address is 8 Greenway Plaza, Suite 930, Houston, Texas 77046 and Alameda Corporation whose mailing address is 8 Greenway Plaza, Suite 930, Houston, TX 77046 ("**Grantors**"), and ~~Dominion Exploration and Production, Inc.~~ XTO Energy, Inc. ("**Grantee**"), with offices at 14000 Quail Springs Parkway, #600 Oklahoma City, OK 73134-2600.

Recitals

A. Grantors are the fee simple owners of record title of the surface estate in the following described lands in Uintah County, Utah:

Township 11 South, Range 20 East, S.L.M.

Section 12: SW¼SW¼
Section 13: SE¼NW¼, NE¼SW¼, NW¼SE¼

(containing 160.00 acres, more or less)

("**Subject Lands**"); and

B. Grantee is in the business of exploring for, developing, producing, and processing natural gas, oil, and associated hydrocarbons; and,

C. Grantee has acquired rights to the oil and gas estate underlying certain lands located in T11S-R20E-S13 from the United States, owner of the mineral estate; and,

D. Grantee is the operator of the BPU #15-13H Well ("**Well**") to be drilled SW¼SE¼ of the subject Section 13 lands; and,

E. Grantee desires to construct, operate, and maintain an access road on the Subject Lands to be used both for access to the Well and as a connector road to Grantee's wells in adjoining sections; and,

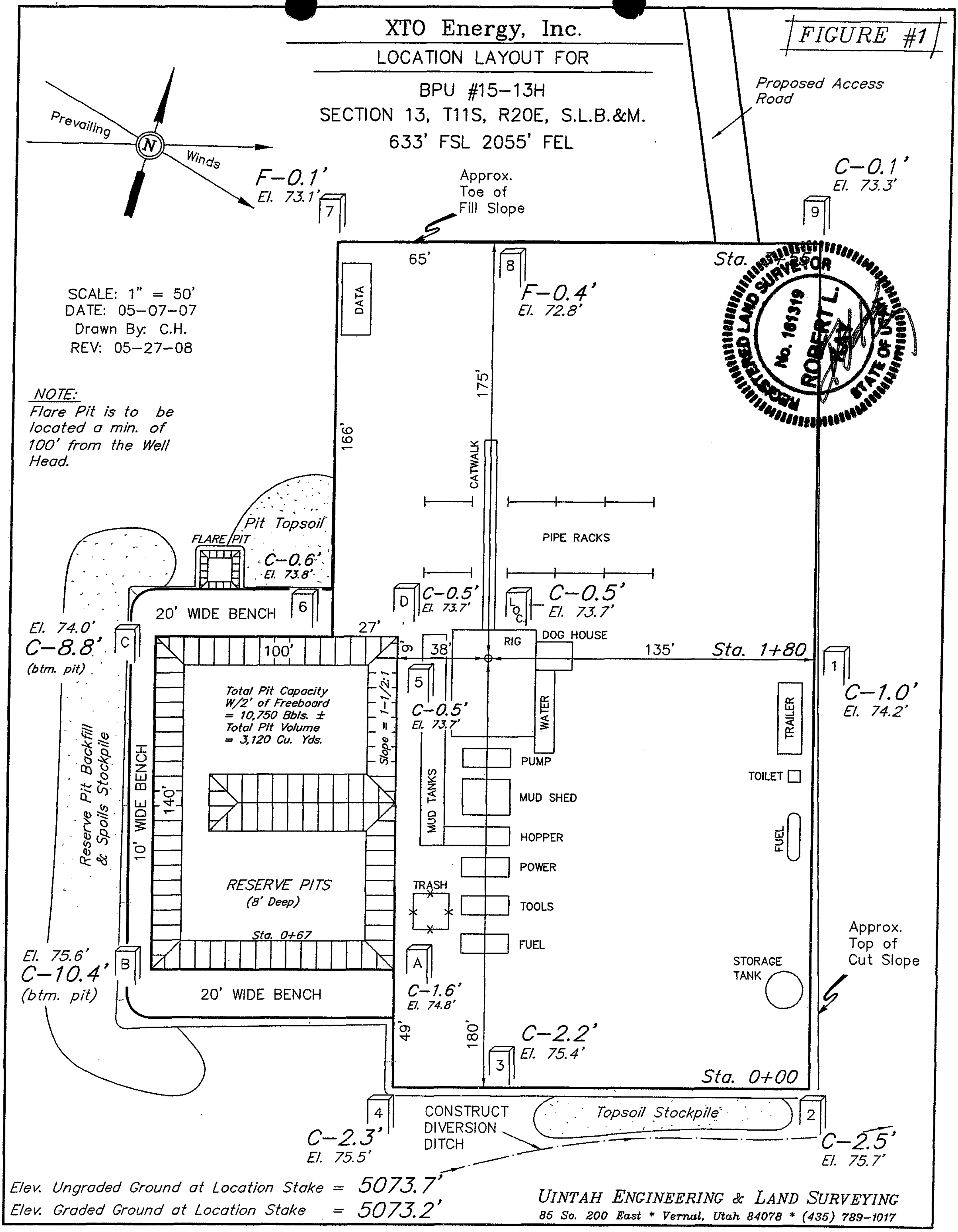
F. With this Agreement, Grantee and the Grantors desire to establish terms for the access road easement and right-of-way.

NOW THEREFORE, for and in consideration of sum of $3,164.00 and other good and valuable consideration, Grantors grant, convey, warrant and deliver to Grantee and its successors and assigns, an easement and right-of-way ("**Right-of-Way**") for roadway purposes over and across the Subject Lands, depicted and described on the plat attached hereto as Exhibit A, and incorporated into this Agreement by reference. Said, Right-of-Way shall be sixty (60) feet wide, thirty (30) feet on either side of the centerline, for a distance of 210.92 rods.

XTO ENERGY, INC.
BPU #15-13H
SECTION 13, T11S, R20E, S.L.B.&M.

PROCEED IN A WESTERLY DIRECTION FROM VERNAL, UTAH ALONG U.S. HIGHWAY 40 APPROXIMATELY 14.0 MILES TO THE JUNCTION OF STATE HIGHWAY 88; EXIT LEFT AND PROCEED IN A SOUTHERLY DIRECTION APPROXIMATELY 17.0 MILES TO OURAY, UTAH; PROCEED IN A SOUTHERLY, THEN SOUTHEASTERLY DIRECTION APPROXIMATELY 9.1 MILES ON THE SEEP RIDGE ROAD TO THE JUNCTION OF THIS ROAD AND AN EXISTING ROAD TO THE SOUTH; TURN RIGHT AND PROCEED IN A SOUTHERLY DIRECTION APPROXIMATELY 2.8 MILES TO THE JUNCTION OF THIS ROAD AND AN EXISTING ROAD TO THE SOUTHWEST; TURN LEFT AND PROCEED IN A SOUTHWESTERLY, THEN SOUTHERLY DIRECTION APPROXIMATELY 4.6 MILES TO THE JUNCTION OF THIS ROAD AND AN EXISTING ROAD TO THE SOUTHWEST; TURN RIGHT AND PROCEED IN A SOUTHWESTERLY DIRECTION APPROXIMATELY 0.2 MILES TO THE JUNCTION OF THIS ROAD AND AN EXISTING ROAD TO THE SOUTHEAST; TURN LEFT AND PROCEED IN A SOUTHEASTERLY DIRECTION APPROXIMATELY 1.0 MILES TO THE EXISTING #9-11H AND THE BEGINNING OF THE PROPOSED ACCESS FOR THE #13-12H TO THE SOUTHEAST; FOLLOW ROAD FLAGS IN A SOUTHEASTERLY DIRECTION APPROXIMATELY 0.3 MILES TO THE PROPOSED #13-12H AND THE BEGINNING OF THE PROPOSED ACCESS TO THE SOUTHEAST; FOLLOW ROAD FLAGS IN A SOUTHEASTERLY DIRECTION APPROXIMATELY 1.2 MILES TO THE PROPOSED LOCATION.

TOTAL DISTANCE FROM VERNAL, UTAH TO THE PROPOSED WELL LOCATION IS APPROXIMATELY 50.2 MILES.


XTO Energy, Inc.
LOCATION LAYOUT FOR
BPU #15-13H
SECTION 13, T11S, R20E, S.L.B.&M.
633' FSL 2055' FEL
FIGURE #1
Proposed Access Road
Prevailing Winds
N
SCALE: 1" = 50'
DATE: 05-07-07
Drawn By: C.H.
REV: 05-27-08
NOTE:
Flare Pit is to be located a min. of 100' from the Well Head.
F-0.1'
El. 73.1'
7
Approx. Toe of Fill Slope
C-0.1'
El. 73.3'
9
65'
8
F-0.4'
El. 72.8'
Sta.
DATA
175'
166'
CATWALK
PIPE RACKS
Pit Topsoil
FLARE PIT
C-0.6'
El. 73.8'
6
20' WIDE BENCH
D
C-0.5'
El. 73.7'
C-0.5'
El. 73.7'
El. 74.0'
C-8.8'
(btm. pit)
C
27'
100'
9'
38'
RIG
DOG HOUSE
135'
Sta. 1+80
1
C-1.0'
El. 74.2'
5
Total Pit Capacity
W/2' of Freeboard
= 10,750 Bbls. ±
Total Pit Volume
= 3,120 Cu. Yds.
Slope = 1-1/2:1
C-0.5'
El. 73.7'
WATER
TRAILER
PUMP
TOILET
Reserve Pit Backfill & Spoils Stockpile
10' WIDE BENCH
140'
MUD TANKS
MUD SHED
HOPPER
FUEL
POWER
RESERVE PITS
(8' Deep)
TRASH
TOOLS
Sta. 0+67
FUEL
Approx. Top of Cut Slope
El. 75.6'
C-10.4'
(btm. pit)
B
A
C-1.6'
El. 74.8'
STORAGE TANK
20' WIDE BENCH
49'
180'
C-2.2'
El. 75.4'
3
Sta. 0+00
4
CONSTRUCT DIVERSION DITCH
Topsoil Stockpile
2
C-2.3'
El. 75.5'
C-2.5'
El. 75.7'
REGISTERED LAND SURVEYOR
No. 161319
ROBERT L.
STATE OF U
Elev. Ungraded Ground at Location Stake = 5073.7'
Elev. Graded Ground at Location Stake = 5073.2'
UINTAH ENGINEERING & LAND SURVEYING
85 So. 200 East * Vernal, Utah 84078 * (435) 789-1017

XTO Energy, Inc.

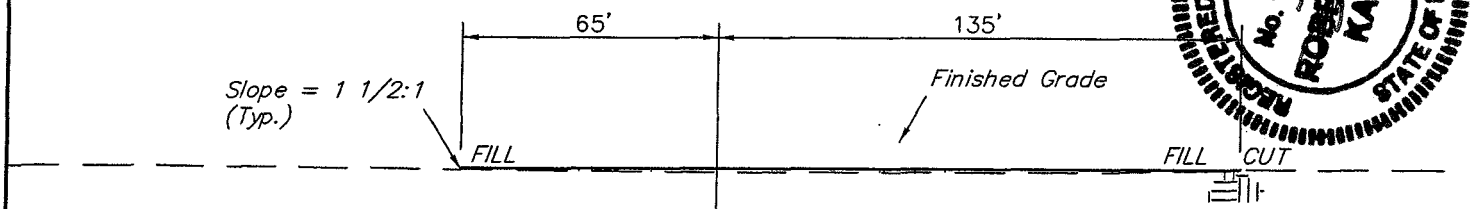
TYPICAL CROSS SECTIONS FOR

BPU #15-13H
SECTION 13, T11S, R20E, S.L.B.&M.
633' FSL 2055' FEL

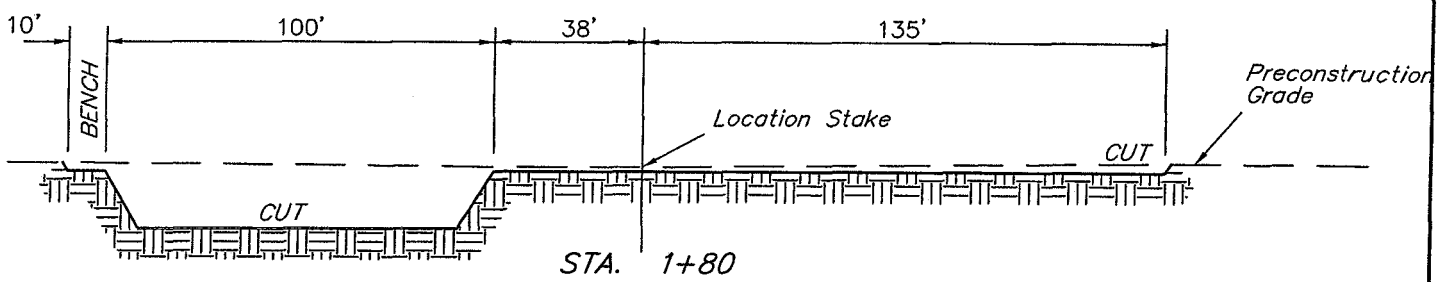
FIGURE #2

1" = 20'
X-Section Scale
1" = 50'

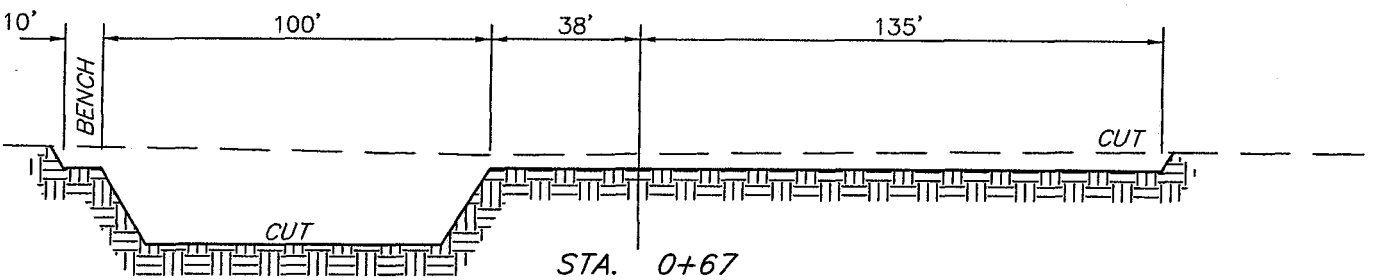
DATE: 05-07-07
Drawn By: C.H.
REV: 05-27-08



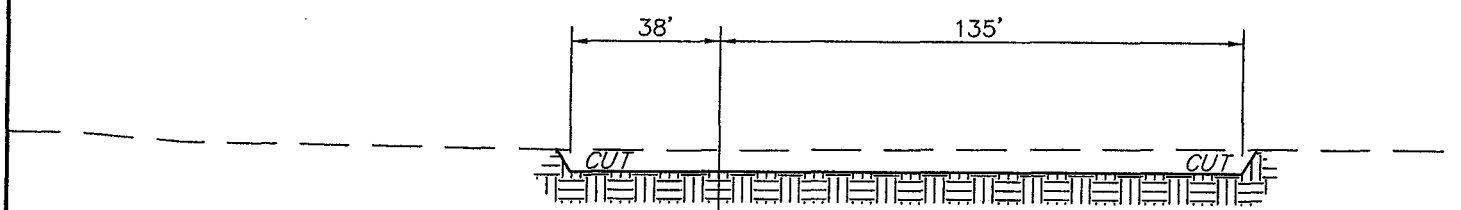
STA. 3+55



STA. 1+80



STA. 0+67



STA. 0+00

NOTE:
Topsoil should not be Stripped Below Finished Grade on Substructure Area.

* NOTE:
FILL QUANTITY INCLUDES 5% FOR COMPACTION

APPROXIMATE YARDAGES

CUT

(6") Topsoil Stripping	=	3,280 Cu. Yds.
Remaining Location	=	4,090 Cu. Yds.
TOTAL CUT	=	7,370 CU.YDS.
FILL	=	1,190 CU.YDS.

EXCESS MATERIAL	=	6,180 Cu. Yds.
Topsoil & Pit Backfill (1/2 Pit Vol.)	=	4,840 Cu. Yds.
EXCESS UNBALANCE (After Interim Rehabilitation)	=	1,340 Cu. Yds.

UINTAH ENGINEERING & LAND SURVEYING
85 So. 200 East * Vernal, Utah 84078 * (435) 789-1017

XTO ENERGY, INC.

BPU #15-13H

LOCATED IN UINTAH COUNTY, UTAH
SECTION 13, T11S, R20E, S.L.B.&M.

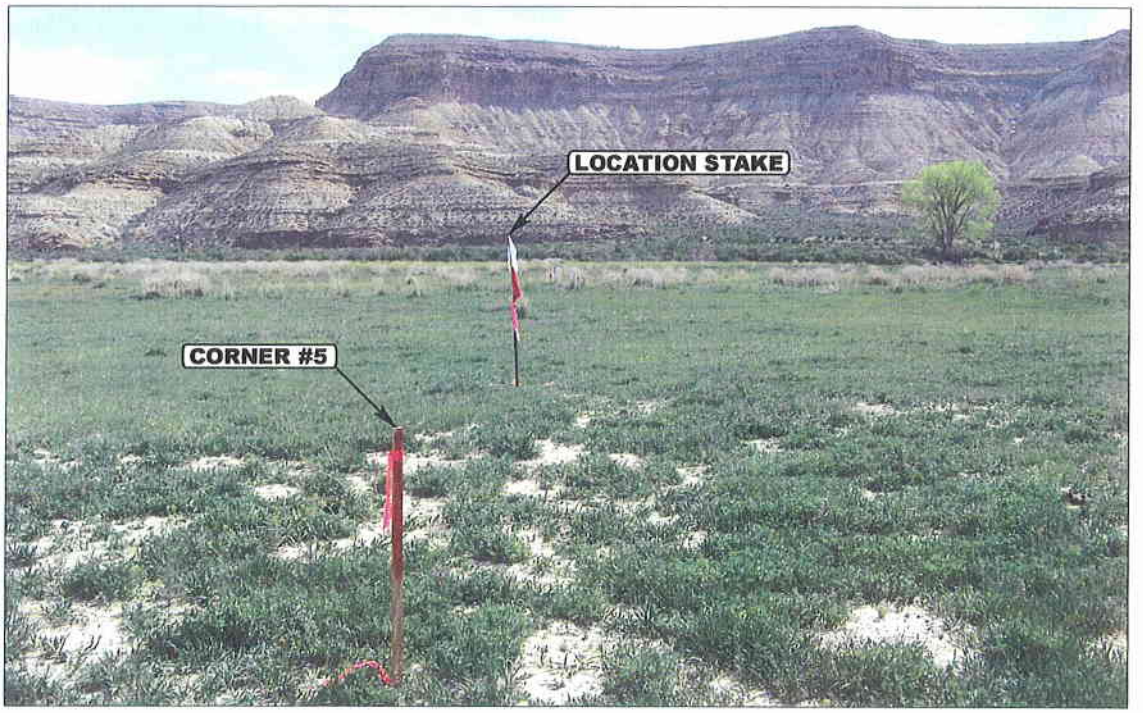
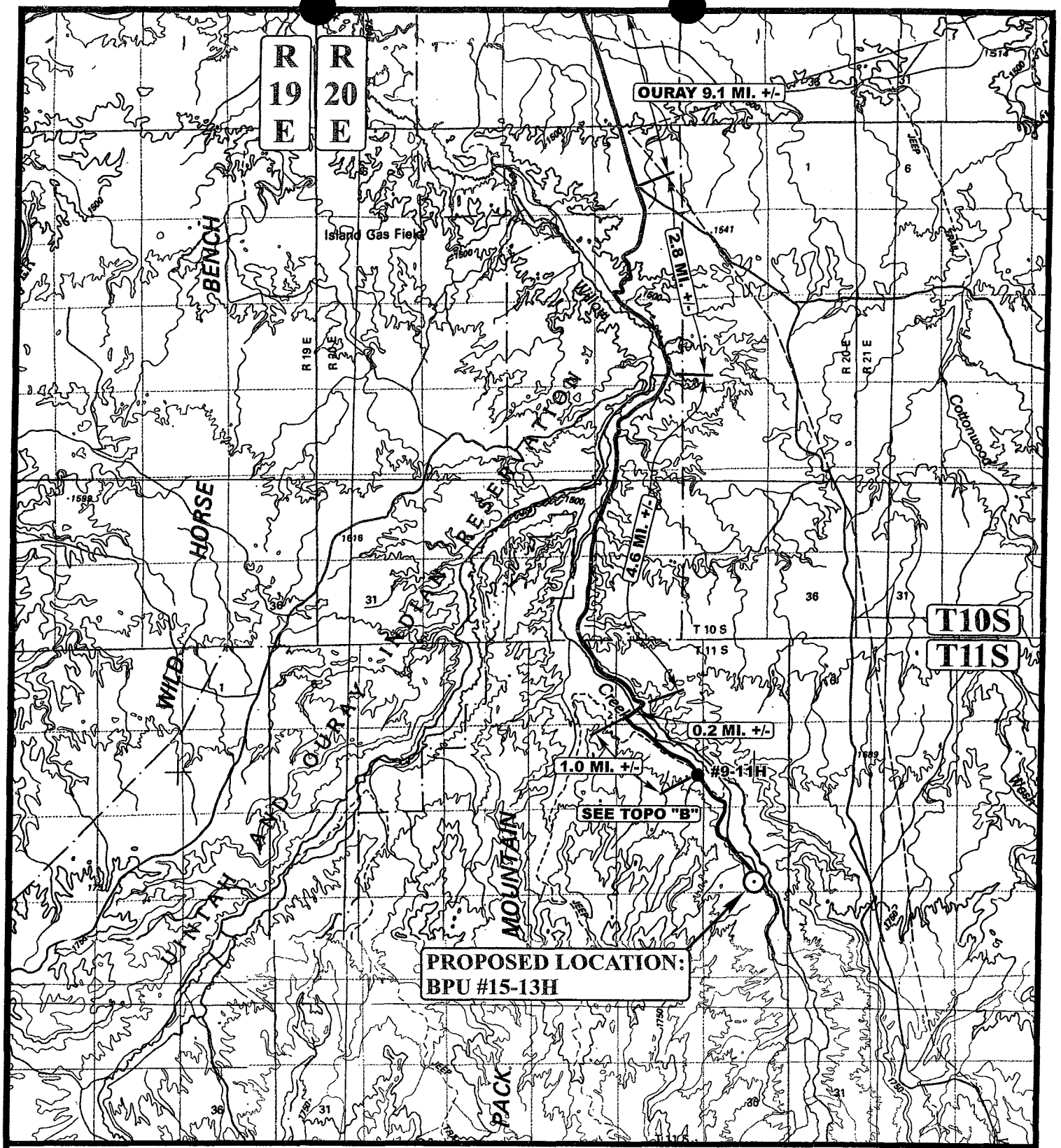


PHOTO: VIEW FROM CORNER #5 TO LOCATION STAKE **CAMERA ANGLE: NORTHEASTERLY**

PHOTO: VIEW FROM BEGINNING OF PROPOSED ACCESS **CAMERA ANGLE: SOUTHEASTERLY**

- Since 1964 -
Uintah Engineering & Land Surveying
85 South 200 East Vernal, Utah 84078
435-789-1017 uels@uelsinc.com

LOCATION PHOTOS	05 MONTH	09 DAY	07 YEAR	PHOTO
TAKEN BY: B.B.	DRAWN BY: B.C.	REV: 05-27-08 Z.L.		



LEGEND:

⊙ PROPOSED LOCATION

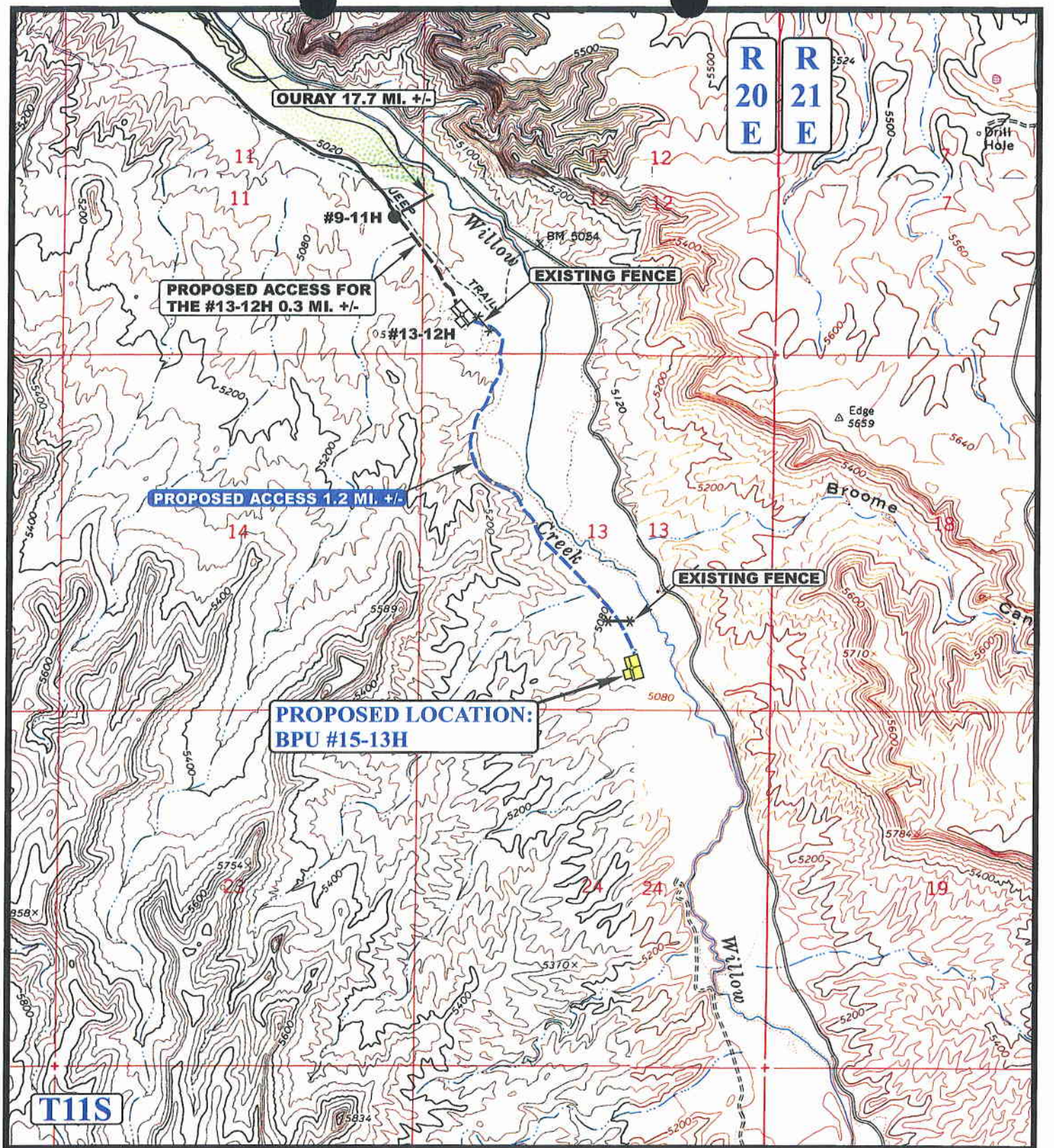
N

XTO ENERGY, INC.

BPU #15-13H
SECTION 13, T11S, R20E, S.L.B.&M.
633' FSL 2055' FEL

Uintah Engineering & Land Surveying
85 South 200 East Vernal, Utah 84078
(435) 789-1017 * FAX (435) 789-1813

TOPOGRAPHIC MAP	05 MONTH	09 DAY	07 YEAR
SCALE: 1:100,000	DRAWN BY: B.C.	REV: 05-27-08 Z.L.	A TOPO



LEGEND:

EXISTING ROAD

PROPOSED ACCESS ROAD

EXISTING FENCE

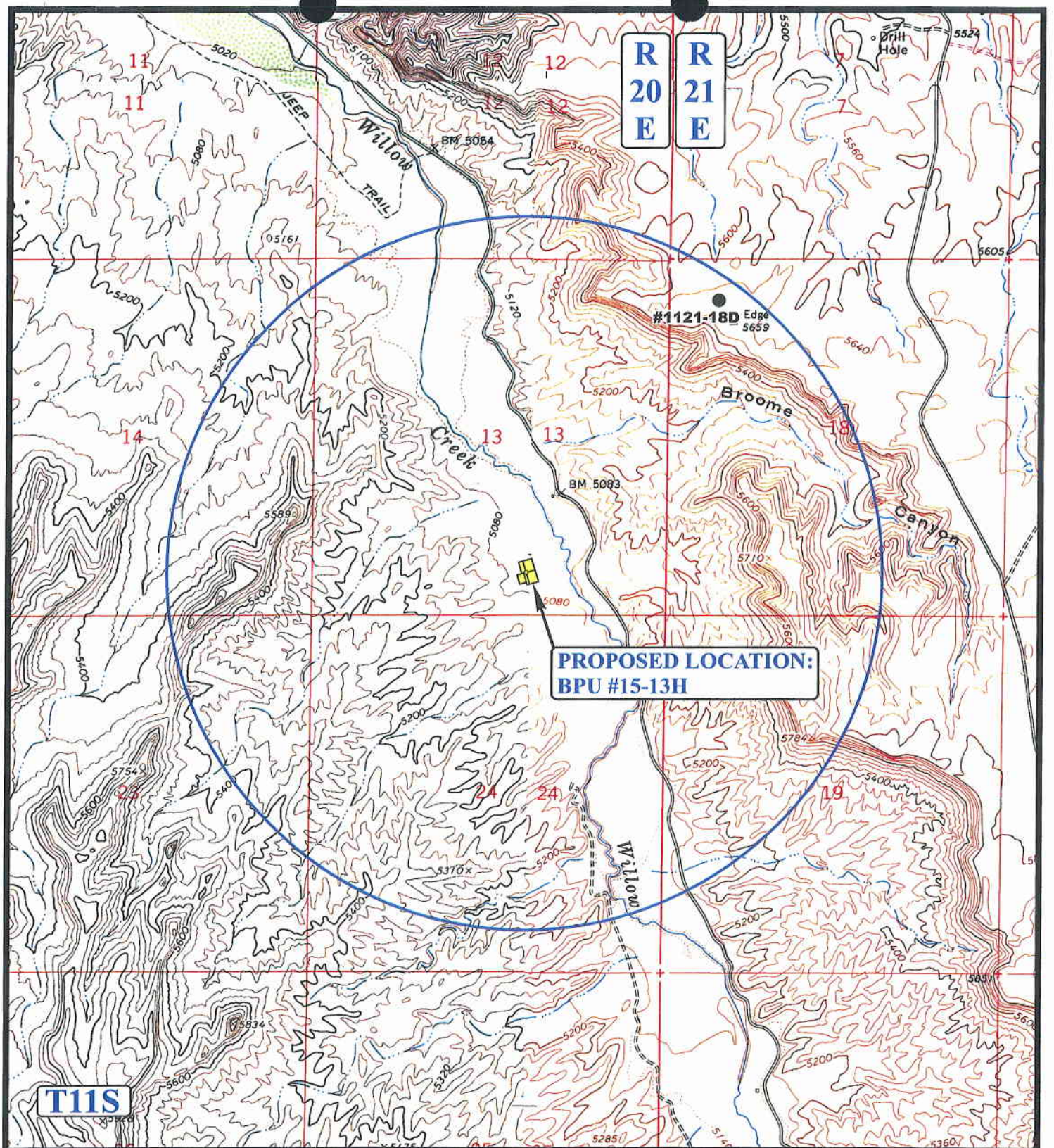
N

XTO ENERGY, INC.

BPU #15-13H
SECTION 13, T11S, R20E, S.L.B.&M.
633' FSL 2055' FEL

Uintah Engineering & Land Surveying
85 South 200 East Vernal, Utah 84078
(435) 789-1017 * FAX (435) 789-1813

TOPOGRAPHIC MAP	05 MONTH	09 DAY	07 YEAR	B TOPO
SCALE: 1" = 2000'	DRAWN BY: B.C.	REV: 05-27-08 Z.L.		



LEGEND:

- DISPOSAL WELLS
- WATER WELLS
- PRODUCING WELLS
- ABANDONED WELLS
- SHUT IN WELLS
- TEMPORARILY ABANDONED

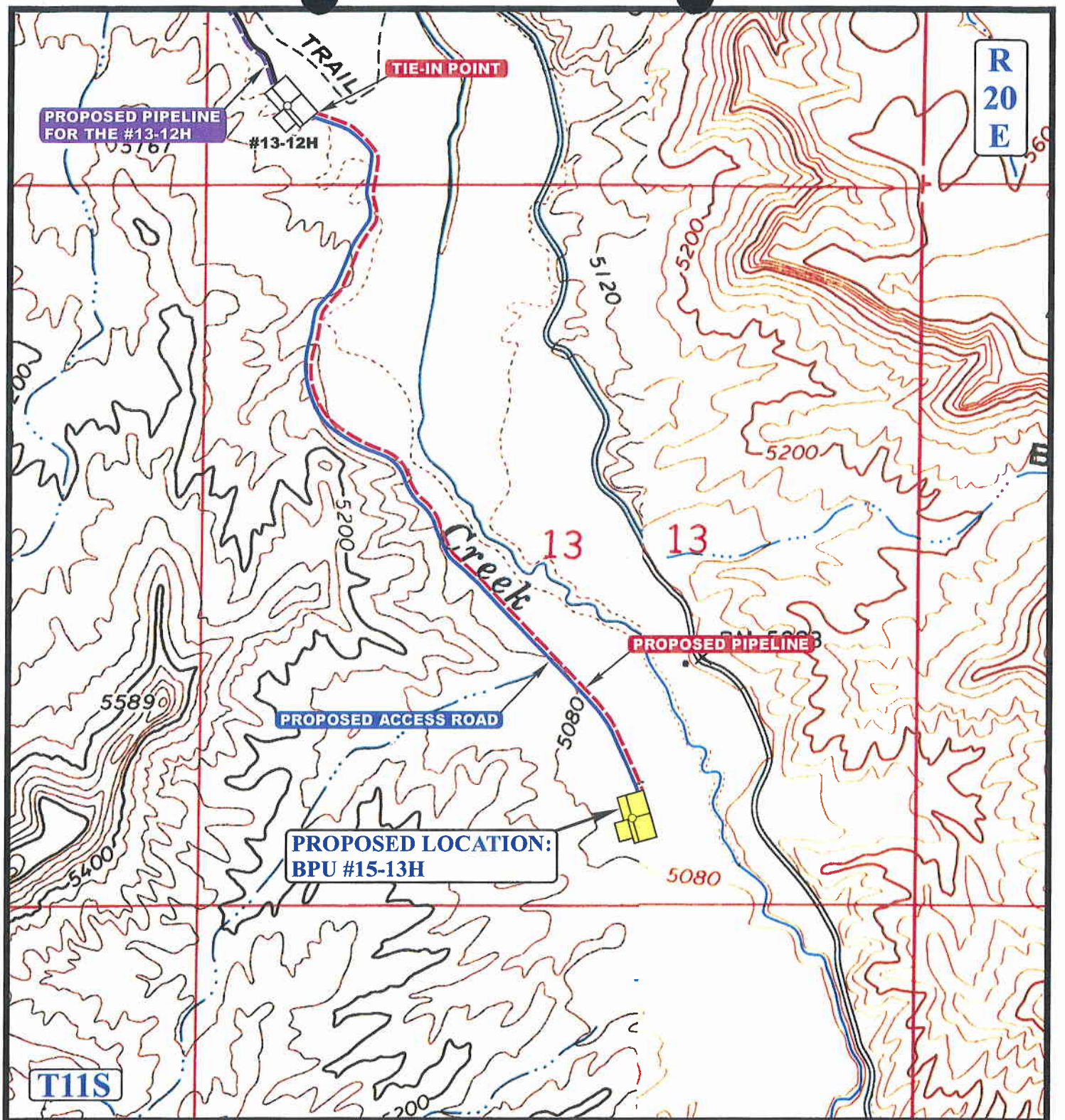
N

XTO ENERGY, INC.

BPU #15-13H
SECTION 13, T11S, R20E, S.L.B.&M.
633' FSL 2055' FEL

Uintah Engineering & Land Surveying
85 South 200 East Vernal, Utah 84078
(435) 789-1017 * FAX (435) 789-1813

TOPOGRAPHIC MAP	05 MONTH	09 DAY	07 YEAR	C TOPO
SCALE: 1" = 2000'	DRAWN BY: B.C.	REV: 05-27-08 Z.L.		



APPROXIMATE TOTAL PIPELINE DISTANCE = 6,371' +/-

LEGEND:

PROPOSED ACCESS ROAD
EXISTING PIPELINE
PROPOSED PIPELINE
PROPOSED PIPELINE (SERVICING OTHER WELLS)

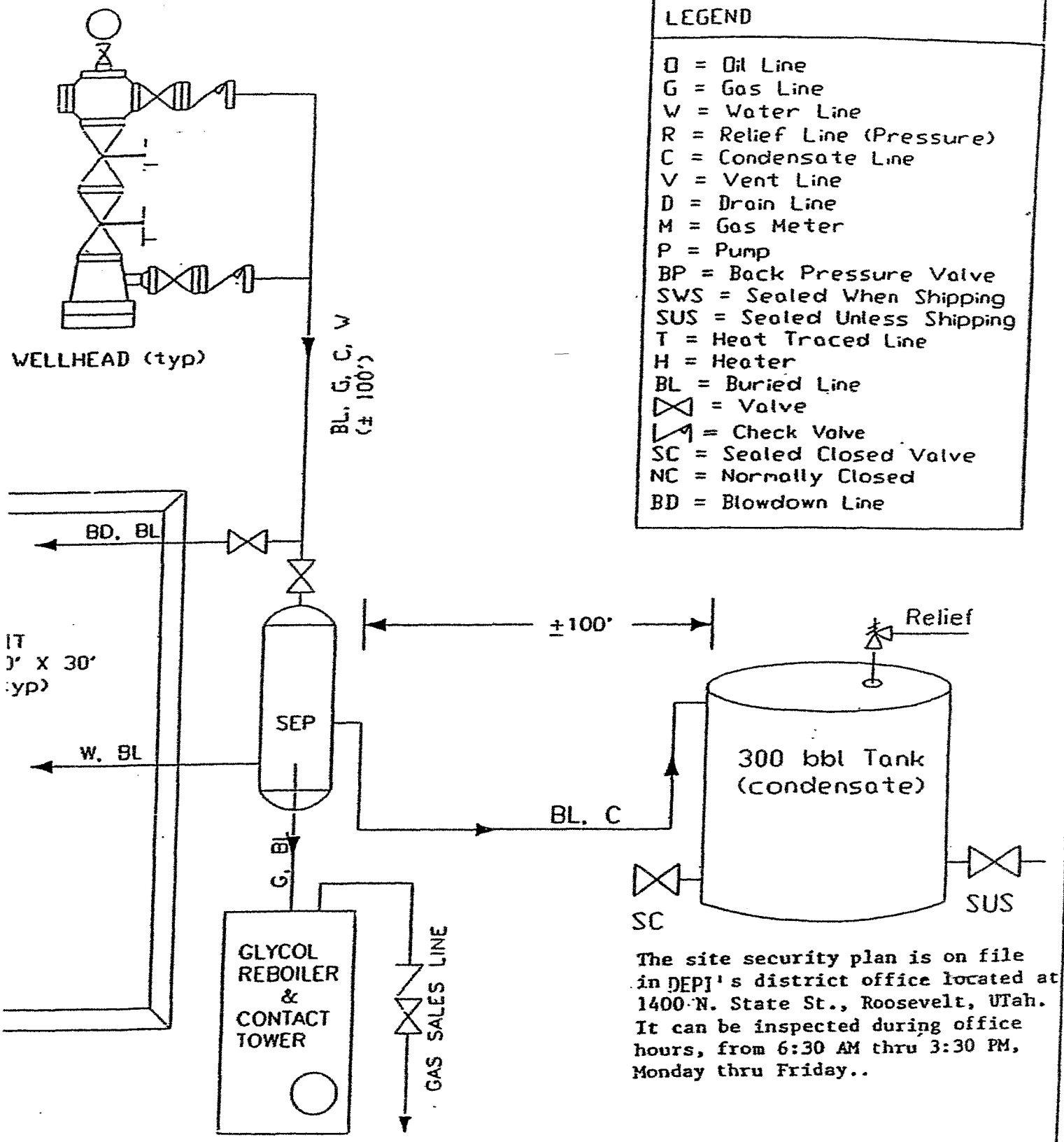
N

XTO ENERGY, INC.

BPU #15-13H
SECTION 13, T11S, R20E, S.L.B.&M.
633' FSL 2055' FEL

Uintah Engineering & Land Surveying
85 South 200 East Vernal, Utah 84078
(435) 789-1017 * FAX (435) 789-1813

TOPOGRAPHIC MAP	05 MONTH	09 DAY	07 YEAR	D TOPO
SCALE: 1" = 1000'	DRAWN BY: B.C.	REV: 05-27-08 Z.L.		



The site security plan is on file in DEPI's district office located at 1400 N. State St., Roosevelt, UTah. It can be inspected during office hours, from 6:30 AM thru 3:30 PM, Monday thru Friday..

WORKSHEET

APPLICATION FOR PERMIT TO DRILL

APD RECEIVED: 11/12/2008

API NO. ASSIGNED: 43-047-40413

WELL NAME: BPU 15-13H

OPERATOR: XTO ENERGY INC (N2615)

PHONE NUMBER: 435-722-4521

CONTACT: DON HAMILTON

PROPOSED LOCATION:

SWSE 13 110S 200E

SURFACE: 0633 FSL 2055 FEL

BOTTOM: 0633 FSL 2055 FEL

COUNTY: UINTAH

LATITUDE: 39.85496 LONGITUDE: -109.6251

UTM SURF EASTINGS: 617615 NORTHINGS: 4412354

FIELD NAME: UNDESIGNATED (2)

INSPECT LOCATN BY: / /

Tech Review	Initials	Date
Engineering	DKD	1/5/09
Geology		
Surface		

LEASE TYPE: 4 - Fee

LEASE NUMBER: FEE

SURFACE OWNER: 2 - Indian

PROPOSED FORMATION: WSMVD

COALBED METHANE WELL? NO

RECEIVED AND/OR REVIEWED:

✓ Plat

✓ Bond: Fed[] Ind[] Sta[] Fee[]
(No. 10431274Z)

N Potash (Y/N)

N Oil Shale 190-5 (B) or 190-3 or 190-13

✓ Water Permit
(No. 43-10991)

N RDCC Review (Y/N)
(Date:)

N/A Fee Surf Agreement (Y/N)

N/A Intent to Commingle (Y/N)

LOCATION AND SITING:

___ R649-2-3.

Unit: _____

✓ R649-3-2. General
Siting: 460 From Qtr/Qtr & 920' Between Wells

___ R649-3-3. Exception

___ Drilling Unit
Board Cause No: _____
Eff Date: _____
Siting: _____

___ R649-3-11. Directional Drill

COMMENTS: _____

STIPULATIONS: 1- Federal Approval
2- Spacing Stip
3- Surface Csg Cmt Stip
4- STATEMENT OF BASIS

API Number: 4304740413

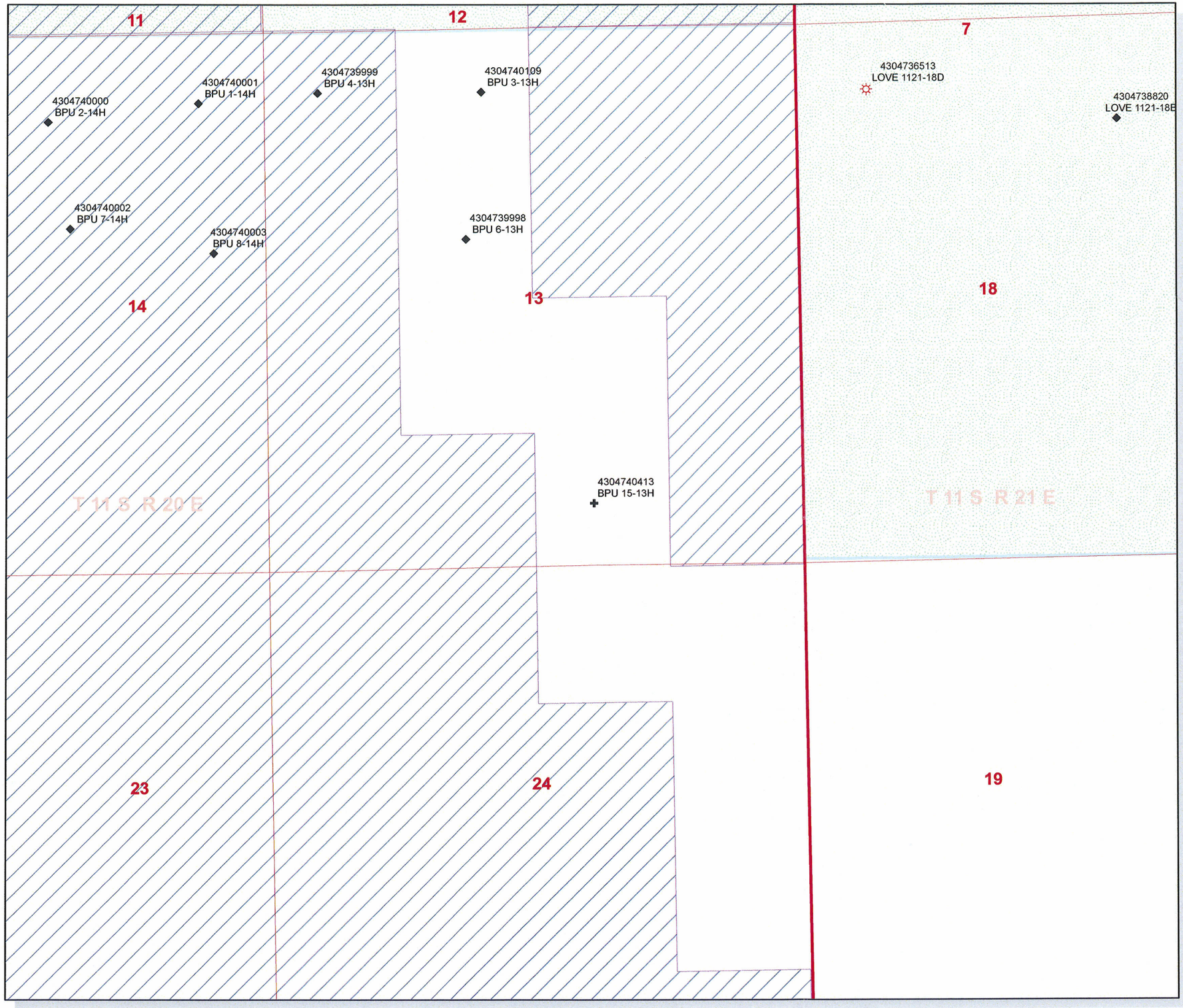
Well Name: BPU 15-13H

Township 11.0 S Range 20.0 E Section 13

Meridian: SLBM

Operator: XTO ENERGY INC

Map Prepared:
Map Produced by Diana Mason



Units
STATUS
- ACTIVE
- EXPLORATORY
- GAS STORAGE
- NF PP OIL
- NF SECONDARY
- PI OIL
- PP GAS
- PP GEOTHERML
- PP OIL
- SECONDARY
- TERMINATED

Fields
STATUS
- ACTIVE
- COMBINED
- Sections
- Township

Wells Query Events
- <all other values>

GIS_STAT_TYPE
- <Null>
- APD
- DRL
- GI
- GS
- LA
- NEW
- OPS
- PA
- PGW
- POW
- RET
- SGW
- SOW
- TA
- TW
- WD
- WI
- WS

1,300 650 0 1,300 Feet

1:12,000

Application for Permit to Drill
Statement of Basis

APD No	API WellNo	Status	Well Type	Surf Ownr	CBM
1250	43-047-40413-00-00		GW	I	No

Operator XTO ENERGY INC **Surface Owner-APD**
Well Name BPU 15-13H **Unit**
Field UNDESIGNATED **Type of Work**
Location SWSE 13 11S 20E S 633 FSL 2055 FEL GPS Coord (UTM) 617615E 4412354N

Geologic Statement of Basis

XTO proposes to set 2,200 feet of surface casing cemented to the surface. The base of the moderately saline water is estimated at 3,100 feet. A search of Division of Water Rights records shows no water wells within a 10,000 foot radius of the proposed location. The surface formation at this location is the Uinta Formation. The Uinta Formation is made up of discontinuous sands interbedded with shales and are not expected to produce prolific aquifers. The proposed Casing and cement program should adequately protect usable ground water. Production casing cement should be brought up above the base of the moderately saline ground water to isolate it from fresher waters uphole.

Brad Hill — 1/8/2008
APD Evaluator — **Date / Time**

Surface Statement of Basis

The surface rights at the proposed location are owned by the Federal Government. The operator is responsible for obtaining any surface permits or rights-of-way from the BLM.

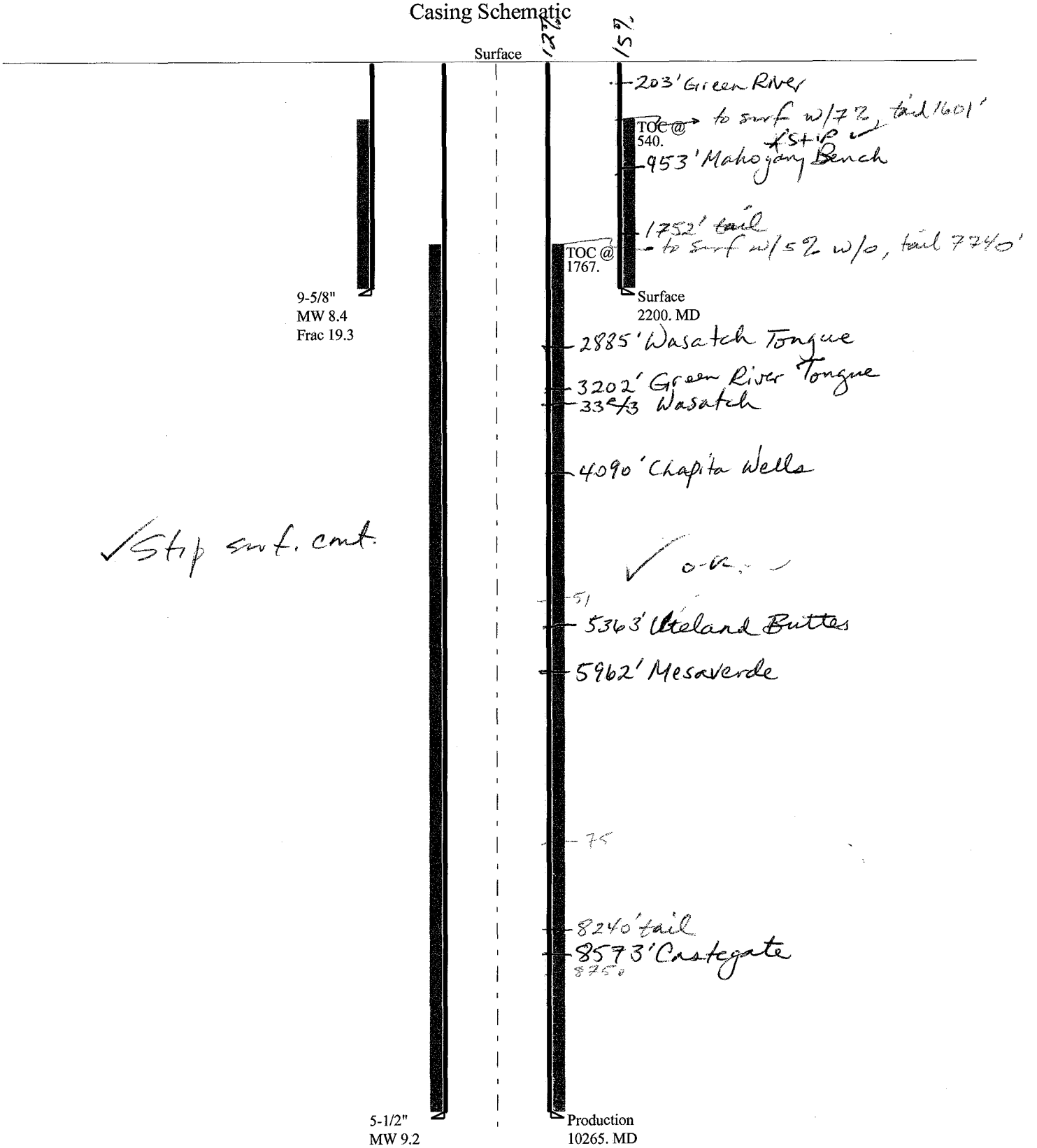
Brad Hill — 8/8/2008
Onsite Evaluator — **Date / Time**

Conditions of Approval / Application for Permit to Drill

Category	Condition
	None.

43047404130000 BPU 15-13H

Casing Schematic



Well name:	**43047404130000 BPU 15-13H**
Operator:	**XTO Energy, Inc.**
String type:	Surface
Project ID:	43-047-40413-0000
Location:	Uintah County

Design parameters:

Collapse
Mud weight: 8.400 ppg
Design is based on evacuated pipe.

Burst
Max anticipated surface pressure: 1,936 psi
Internal gradient: 0.120 psi/ft
Calculated BHP 2,200 psi

No backup mud specified.

Minimum design factors:

Collapse:
Design factor 1.125

Burst:
Design factor 1.00

Tension:
8 Round STC: 1.80 (J)
8 Round LTC: 1.80 (J)
Buttress: 1.60 (J)
Premium: 1.50 (J)
Body yield: 1.50 (B)

Tension is based on air weight.
Neutral point: 1,927 ft

Environment:
H2S considered? No
Surface temperature: 65 °F
Bottom hole temperature: 96 °F
Temperature gradient: 1.40 °F/100ft
Minimum section length: 185 ft

Cement top: 540 ft

Non-directional string.

Re subsequent strings:
Next setting depth: 10,265 ft
Next mud weight: 9.200 ppg
Next setting BHP: 4,906 psi
Fracture mud wt: 19.250 ppg
Fracture depth: 2,200 ft
Injection pressure: 2,200 psi

Run Seq	Segment Length (ft)	Size (in)	Nominal Weight (lbs/ft)	Grade	End Finish	True Vert Depth (ft)	Measured Depth (ft)	Drift Diameter (in)	Internal Capacity (ft^3)
1	2200	9.625	36.00	J-55	ST&C	2200	2200	8.796	954.9

Run Seq	Collapse Load (psi)	Collapse Strength (psi)	Collapse Design Factor	Burst Load (psi)	Burst Strength (psi)	Burst Design Factor	Tension Load (Kips)	Tension Strength (Kips)	Tension Design Factor
1	960	2020	2.104	2200	3520	1.60	79	394	4.97 J

Prepared by: Helen Sadik-Macdonald
Div of Oil,Gas & Mining

Phone: 810-538-5357

Date: January 5,2009
Salt Lake City, Utah

ENGINEERING STIPULATIONS: NONE
Collapse strength is based on the Westcott, Dunlop & Kemler method of biaxial correction for tension.
Collapse is based on a vertical depth of 2200 ft, a mud weight of 8.4 ppg The casing is considered to be evacuated for collapse purposes.
Burst strength is not adjusted for tension.

Engineering responsibility for use of this design will be that of the purchaser.

Well name:	**43047404130000 BPU 15-13H**
Operator:	**XTO Energy, Inc.**
String type:	Production
Project ID:	43-047-40413-0000
Location:	Uintah County

Design parameters:

Collapse
Mud weight: 9.200 ppg
Design is based on evacuated pipe.

Burst
Max anticipated surface pressure: 2,648 psi
Internal gradient: 0.220 psi/ft
Calculated BHP 4,906 psi

No backup mud specified.

Minimum design factors:

Collapse:
Design factor 1.125

Burst:
Design factor 1.00

Tension:
8 Round STC: 1.80 (J)
8 Round LTC: 1.80 (J)
Buttress: 1.60 (J)
Premium: 1.50 (J)
Body yield: 1.50 (B)

Tension is based on air weight.
Neutral point: 8,833 ft

Environment:
H2S considered? No
Surface temperature: 65 °F
Bottom hole temperature: 209 °F
Temperature gradient: 1.40 °F/100ft
Minimum section length: 368 ft

Cement top: 1,767 ft

Non-directional string.

Run Seq	Segment Length (ft)	Size (in)	Nominal Weight (lbs/ft)	Grade	End Finish	True Vert Depth (ft)	Measured Depth (ft)	Drift Diameter (in)	Internal Capacity (ft^3)
1	10265	5.5	17.00	N-80	LT&C	10265	10265	4.767	1339.9

Run Seq	Collapse Load (psi)	Collapse Strength (psi)	Collapse Design Factor	Burst Load (psi)	Burst Strength (psi)	Burst Design Factor	Tension Load (Kips)	Tension Strength (Kips)	Tension Design Factor
1	4906	6290	1.282	4906	7740	1.58	175	348	1.99 J

Prepared by: Helen Sadik-Macdonald
Div of Oil,Gas & Mining
Phone: 810-538-5357
Date: January 5,2009
Salt Lake City, Utah

ENGINEERING STIPULATIONS: NONE
Collapse strength is based on the Westcott, Dunlop & Kemler method of biaxial correction for tension.
Collapse is based on a vertical depth of 10265 ft, a mud weight of 9.2 ppg The casing is considered to be evacuated for collapse purposes.
Burst strength is not adjusted for tension.

Engineering responsibility for use of this design will be that of the purchaser.

BOPE REVIEW — XTO BPU 15-13H — 43-047-40413-0000

INPUT

Well Name	XTO BPU 15-13H	43-047-40413-0000
	String 1	String 2
Casing Size (")	9 5/8	5 1/2
Setting Depth (TVD)	2200	10265
Previous Shoe Setting Depth (TVD)	500	2200
Max Mud Weight (ppg)	8.4	9.2 ✓
BOPE Proposed (psi)	0	3000
Casing Internal Yield (psi)	3520	7740
Operators Max Anticipated Pressure (psi)	4600	8.6 ppg ✓

Calculations	String 1	9 5/8 "	
Max BHP [psi]	.052*Setting Depth*MW =	961	
			BOPE Adequate For Drilling And Setting Casing at Depth?
MASP (Gas) [psi]	Max BHP-(0.12*Setting Depth) =	697	NO
MASP (Gas/Mud) [psi]	Max BHP-(0.22*Setting Depth) =	477	NO
			***Can Full Expected Pressure Be Held At Previous Shoe?**
Pressure At Previous Shoe	Max BHP-.22*(Setting Depth - Previous Shoe Depth) =	587	← NO Expected pressures to this depth OK
Required Casing/BOPE Test Pressure		2200	psi
***Max Pressure Allowed @ Previous Casing Shoe =**		500	psi ✓ *Assumes 1psi/ft frac gradient

Calculations	String 2	5 1/2 "	
Max BHP [psi]	.052*Setting Depth*MW =	4911	
			BOPE Adequate For Drilling And Setting Casing at Depth?
MASP (Gas) [psi]	Max BHP-(0.12*Setting Depth) =	3679	NO
MASP (Gas/Mud) [psi]	Max BHP-(0.22*Setting Depth) =	2652	YES ✓
			***Can Full Expected Pressure Be Held At Previous Shoe?**
Pressure At Previous Shoe	Max BHP-.22*(Setting Depth - Previous Shoe Depth) =	3136	← NO OK ✓
Required Casing/BOPE Test Pressure		3000	psi
***Max Pressure Allowed @ Previous Casing Shoe =**		2200	psi ✓ *Assumes 1psi/ft frac gradient

JON M. HUNTSMAN, JR.
Governor
GARY R. HERBERT
Lieutenant Governor

State of Utah
DEPARTMENT OF NATURAL RESOURCES
MICHAEL R. STYLER
Executive Director
Division of Oil, Gas and Mining
JOHN R. BAZA
Division Director

January 8, 2009

XTO Energy, Inc.
P O Box 1360
Roosevelt, UT 84066

Re: BPU 15-13H Well, 633' FSL, 2055' FEL, SW SE, Sec. 13, T. 11 South, R. 20 East, Uintah County, Utah

Gentlemen:

Pursuant to the provisions and requirements of Utah Code Ann.§ 40-6-1 *et seq.*, Utah Administrative Code R649-3-1 *et seq.*, and the attached Conditions of Approval, approval to drill the referenced well is granted.

This approval shall expire one year from the above date unless substantial and continuous operation is underway, or a request for extension is made prior to the expiration date. The API identification number assigned to this well is 43-047-40413.

Sincerely,

Gil Hunt
Associate Director

pab
Enclosures

cc: Uintah County Assessor
Bureau of Land Management Vernal Office

1594 West North Temple, Suite 1210, PO Box 145801, Salt Lake City, UT 84114-5801
telephone (801) 538-5340 • facsimile (801) 359-3940 • TTY (801) 538-7458 • *www.ogm.utah.gov*

UTAH DNR
OIL, GAS & MINING

Operator: XTO Energy, Inc.

Well Name & Number BPU 15-13H

API Number: 43-047-40413

Lease: Fee

Location: SW SE **Sec.** 13 **T.** 11 South **R.** 20 East

Conditions of Approval

1. **General**

   Compliance with the requirements of Utah Admin. R. 649-1 *et seq.*, the Oil and Gas Conservation General Rules, and the applicable terms and provisions of the approved Application for permit to drill.

2. **Notification Requirements**

   The operator is required to notify the Division of Oil, Gas and Mining of the following action during drilling of this well:

   - 24 hours prior to cementing or testing casing – contact Dan Jarvis
   - 24 hours prior to testing blowout prevention equipment – contact Dan Jarvis
   - 24 hours prior to spudding the well – contact Carol Daniels
   - Within 24 hours of any emergency changes made to the approved drilling program – contact Dustin Doucet
   - Prior to commencing operations to plug and abandon the well – contact Dan Jarvis

   The operator is required to get approval from the Division of Oil, Gas and Mining before performing any of the following actions during the drilling of this well:

   - Plugging and abandonment or significant plug back of this well – contact Dustin Doucet
   - Any changes to the approved drilling plan – contact Dustin Doucet

   The following are Division of Oil, Gas and Mining contacts and their telephone numbers (please leave a voice mail message if the person is not available to take the call):

   - Dan Jarvis at: (801) 538-5338 office (801) 942-0871 home
   - Carol Daniels at: (801) 538-5284 office
   - Dustin Doucet at: (801) 538-5281 office (801) 733-0983 home

3. **Reporting Requirements**

   All required reports, forms and submittals will be promptly filed with the Division, including but not limited to the Entity Action Form (Form 6), Report of Water Encountered During Drilling (Form 7), Weekly Progress Reports for drilling and completion operations, and Sundry Notices and Reports on Wells requesting approval of change of plans or other operational actions.

4. Compliance with the Conditions of Approval/Application for Permit to Drill outlined in the Statement of Basis. (Copy Attached)

5. This proposed well is located in an area for which drilling units (well spacing patterns) have not been established through an order of the Board of Oil, Gas and Mining (the "Board"). In order to avoid the possibility of waste or injury to correlative rights, the operator is requested, once the well has been drilled, completed, and has produced, to analyze geological and engineering data generated therefrom, as well as any similar data from surrounding areas if available. As soon as is practicable after completion of its analysis, and if the analysis suggests an area larger than the quarter-quarter section upon which the well is located is being drained, the operator is requested to seek an appropriate order from the Board establishing drilling and spacing units in conformance with such analysis by filing a Request for Agency Action with the Board.

6. Surface casing shall be cemented to surface.

7. State approval of this well does not supersede the required federal approval, which must be obtained prior to drilling.

API Well No: 43047404130000

STATE OF UTAH
DEPARTMENT OF NATURAL RESOURCES
DIVISION OF OIL, GAS, AND MINING

FORM 9

SUNDRY NOTICES AND REPORTS ON WELLS

Do not use this form for proposals to drill new wells, significantly deepen existing wells below current bottom-hole depth, reenter plugged wells, or to drill horizontal laterals. Use APPLICATION FOR PERMIT TO DRILL form for such proposals.

5.LEASE DESIGNATION AND SERIAL NUMBER: FEE

6. IF INDIAN, ALLOTTEE OR TRIBE NAME: UTE

7.UNIT or CA AGREEMENT NAME:

1. TYPE OF WELL Gas Well

8. WELL NAME and NUMBER: BPU 15-13H

2. NAME OF OPERATOR: XTO ENERGY INC

9. API NUMBER: 43047404130000

3. ADDRESS OF OPERATOR: 382 Road 3100 , Aztec, NM, 87410

PHONE NUMBER: 505 333-3159 Ext

9. FIELD and POOL or WILDCAT: UNDESIGNATED

4. LOCATION OF WELL
FOOTAGES AT SURFACE: 0633 FSL 2055 FEL
QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: Qtr/Qtr: SWSE Section: 13 Township: 11.0S Range: 20.0E Meridian: S

COUNTY: UINTAH

STATE: UTAH

11. CHECK APPROPRIATE BOXES TO INDICATE NATURE OF NOTICE, REPORT, OR OTHER DATA

TYPE OF SUBMISSION	TYPE OF ACTION		
✓ NOTICE OF INTENT Approximate date work will start: 1/8/2011	☐ ACIDIZE	☐ ALTER CASING	☐ CASING REPAIR
☐ SUBSEQUENT REPORT Date of Work Completion:	☐ CHANGE TO PREVIOUS PLANS	☐ CHANGE TUBING	☐ CHANGE WELL NAME
☐ SPUD REPORT Date of Spud:	☐ CHANGE WELL STATUS	☐ COMMINGLE PRODUCING FORMATIONS	☐ CONVERT WELL TYPE
☐ DRILLING REPORT Report Date:	☐ DEEPEN	☐ FRACTURE TREAT	☐ NEW CONSTRUCTION
	☐ OPERATOR CHANGE	☐ PLUG AND ABANDON	☐ PLUG BACK
	☐ PRODUCTION START OR RESUME	☐ RECLAMATION OF WELL SITE	☐ RECOMPLETE DIFFERENT FORMATION
	☐ REPERFORATE CURRENT FORMATION	☐ SIDETRACK TO REPAIR WELL	☐ TEMPORARY ABANDON
	☐ TUBING REPAIR	☐ VENT OR FLARE	☐ WATER DISPOSAL
	☐ WATER SHUTOFF	☐ SI TA STATUS EXTENSION	✓ APD EXTENSION
	☐ WILDCAT WELL DETERMINATION	☐ OTHER	OTHER:

12. DESCRIBE PROPOSED OR COMPLETED OPERATIONS. Clearly show all pertinent details including dates, depths, volumes, etc.

XTO Energy hereby requests a one year extension on the State permit for the referenced well.

Approved by the Utah Division of Oil, Gas and Mining

Date: January 21, 2010

By:

NAME (PLEASE PRINT)	PHONE NUMBER	TITLE
Eden Fine	505 333-3664	Permitting Clerk
SIGNATURE N/A		**DATE** 1/15/2010

RECEIVED January 15, 2010

The Utah Division of Oil, Gas, and Mining

- State of Utah
- Department of Natural Resources
Electronic Permitting System - Sundry Notices

Request for Permit Extension Validation Well Number 43047404130000

API: 43047404130000
Well Name: BPU 15-13H
Location: 0633 FSL 2055 FEL QTR SWSE SEC 13 TWNP 110S RNG 200E MER S
Company Permit Issued to: XTO ENERGY INC
Date Original Permit Issued: 1/8/2009

The undersigned as owner with legal rights to drill on the property as permitted above, hereby verifies that the information as submitted in the previously approved application to drill, remains valid and does not require revision. Following is a checklist of some items related to the application, which should be verified.

- **If located on private land, has the ownership changed, if so, has the surface agreement been updated?** ○ **Yes** ◉ **No**
- **Have any wells been drilled in the vicinity of the proposed well which would affect the spacing or siting requirements for this location?** ○ **Yes** ◉ **No**
- **Has there been any unit or other agreements put in place that could affect the permitting or operation of this proposed well?** ○ **Yes** ◉ **No**
- **Have there been any changes to the access route including ownership, or rightof- way, which could affect the proposed location?** ○ **Yes** ◉ **No**
- **Has the approved source of water for drilling changed?** ○ **Yes** ◉ **No**
- **Have there been any physical changes to the surface location or access route which will require a change in plans from what was discussed at the onsite evaluation?** ○ **Yes** ◉ **No**
- **Is bonding still in place, which covers this proposed well?** ◉ **Yes** ○ **No**

Approved by the Utah Division of Oil, Gas and Mining

Signature: Eden Fine **Date:** 1/15/2010
Title: Permitting Clerk **Representing:** XTO ENERGY INC

Date: January 21, 2010
By: Dustin Doucet

RECEIVED January 15, 2010

API Well No: 43047404130000

STATE OF UTAH
DEPARTMENT OF NATURAL RESOURCES
DIVISION OF OIL, GAS, AND MINING

FORM 9

5.LEASE DESIGNATION AND SERIAL NUMBER: FEE

SUNDRY NOTICES AND REPORTS ON WELLS

Do not use this form for proposals to drill new wells, significantly deepen existing wells below current bottom-hole depth, reenter plugged wells, or to drill horizontal laterals. Use APPLICATION FOR PERMIT TO DRILL form for such proposals.

6. IF INDIAN, ALLOTTEE OR TRIBE NAME: UTE

7.UNIT or CA AGREEMENT NAME:

1. TYPE OF WELL Gas Well

8. WELL NAME and NUMBER: BPU 15-13H

2. NAME OF OPERATOR: XTO ENERGY INC

9. API NUMBER: 43047404130000

3. ADDRESS OF OPERATOR: 382 Road 3100 , Aztec, NM, 87410

PHONE NUMBER: 505 333-3159 Ext

9. FIELD and POOL or WILDCAT: UNDESIGNATED

4. LOCATION OF WELL
FOOTAGES AT SURFACE: 0633 FSL 2055 FEL
QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: Qtr/Qtr: SWSE Section: 13 Township: 11.0S Range: 20.0E Meridian: S

COUNTY: UINTAH

STATE: UTAH

11. CHECK APPROPRIATE BOXES TO INDICATE NATURE OF NOTICE, REPORT, OR OTHER DATA

TYPE OF SUBMISSION	TYPE OF ACTION		
✓ NOTICE OF INTENT Approximate date work will start: 1/10/2012	☐ ACIDIZE	☐ ALTER CASING	☐ CASING REPAIR
☐ SUBSEQUENT REPORT Date of Work Completion:	☐ CHANGE TO PREVIOUS PLANS	☐ CHANGE TUBING	☐ CHANGE WELL NAME
☐ SPUD REPORT Date of Spud:	☐ CHANGE WELL STATUS	☐ COMMINGLE PRODUCING FORMATIONS	☐ CONVERT WELL TYPE
☐ DRILLING REPORT Report Date:	☐ DEEPEN	☐ FRACTURE TREAT	☐ NEW CONSTRUCTION
	☐ OPERATOR CHANGE	☐ PLUG AND ABANDON	☐ PLUG BACK
	☐ PRODUCTION START OR RESUME	☐ RECLAMATION OF WELL SITE	☐ RECOMPLETE DIFFERENT FORMATION
	☐ REPERFORATE CURRENT FORMATION	☐ SIDETRACK TO REPAIR WELL	☐ TEMPORARY ABANDON
	☐ TUBING REPAIR	☐ VENT OR FLARE	☐ WATER DISPOSAL
	☐ WATER SHUTOFF	☐ SI TA STATUS EXTENSION	✓ APD EXTENSION
	☐ WILDCAT WELL DETERMINATION	☐ OTHER	OTHER:

12. DESCRIBE PROPOSED OR COMPLETED OPERATIONS. Clearly show all pertinent details including dates, depths, volumes, etc.

XTO Energy hereby requests a one (1) year extension of the State APD for the referenced well.

Approved by the Utah Division of Oil, Gas and Mining

Date: 01/11/2011

By:

NAME (PLEASE PRINT)	PHONE NUMBER	TITLE
Krista Wilson	505 333-3647	Permitting Tech
SIGNATURE N/A		**DATE** 1/10/2011

RECEIVED January 10, 2011

The Utah Division of Oil, Gas, and Mining

- State of Utah
- Department of Natural Resources

Electronic Permitting System - Sundry Notices

Request for Permit Extension Validation Well Number 43047404130000

API: 43047404130000
Well Name: BPU 15-13H
Location: 0633 FSL 2055 FEL QTR SWSE SEC 13 TWNP 110S RNG 200E MER S
Company Permit Issued to: XTO ENERGY INC
Date Original Permit Issued: 1/8/2009

The undersigned as owner with legal rights to drill on the property as permitted above, hereby verifies that the information as submitted in the previously approved application to drill, remains valid and does not require revision. Following is a checklist of some items related to the application, which should be verified.

- **If located on private land, has the ownership changed, if so, has the surface agreement been updated?** ○ Yes ◉ No
- **Have any wells been drilled in the vicinity of the proposed well which would affect the spacing or siting requirements for this location?** ○ Yes ◉ No
- **Has there been any unit or other agreements put in place that could affect the permitting or operation of this proposed well?** ○ Yes ◉ No
- **Have there been any changes to the access route including ownership, or rightof- way, which could affect the proposed location?** ○ Yes ◉ No
- **Has the approved source of water for drilling changed?** ○ Yes ◉ No
- **Have there been any physical changes to the surface location or access route which will require a change in plans from what was discussed at the onsite evaluation?** ○ Yes ◉ No
- **Is bonding still in place, which covers this proposed well?** ◉ Yes ○ No

Signature: Krista Wilson **Date:** 1/10/2011
Title: Permitting Tech **Representing:** XTO ENERGY INC

Approved by the Utah Division of Oil, Gas and Mining

Date: 01/11/2011

By: [signature]

RECEIVED January 10, 2011

STATE OF UTAH
DEPARTMENT OF NATURAL RESOURCES
DIVISION OF OIL, GAS, AND MINING

FORM 9

SUNDRY NOTICES AND REPORTS ON WELLS

Do not use this form for proposals to drill new wells, significantly deepen existing wells below current bottom-hole depth, reenter plugged wells, or to drill horizontal laterals. Use APPLICATION FOR PERMIT TO DRILL form for such proposals.

5.LEASE DESIGNATION AND SERIAL NUMBER: FEE

6. IF INDIAN, ALLOTTEE OR TRIBE NAME: UTE

7.UNIT or CA AGREEMENT NAME:

1. TYPE OF WELL Gas Well

8. WELL NAME and NUMBER: BPU 15-13H

2. NAME OF OPERATOR: XTO ENERGY INC

9. API NUMBER: 43047404130000

3. ADDRESS OF OPERATOR: 382 Road 3100 , Aztec, NM, 87410

PHONE NUMBER: 505 333-3159 Ext

9. FIELD and POOL or WILDCAT: UNDESIGNATED

4. LOCATION OF WELL
FOOTAGES AT SURFACE: 0633 FSL 2055 FEL
QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: Qtr/Qtr: SWSE Section: 13 Township: 11.0S Range: 20.0E Meridian: S

COUNTY: UINTAH

STATE: UTAH

11. CHECK APPROPRIATE BOXES TO INDICATE NATURE OF NOTICE, REPORT, OR OTHER DATA

TYPE OF SUBMISSION	TYPE OF ACTION		
✓ NOTICE OF INTENT Approximate date work will start: 1/1/2013	☐ ACIDIZE	☐ ALTER CASING	☐ CASING REPAIR
☐ SUBSEQUENT REPORT Date of Work Completion:	☐ CHANGE TO PREVIOUS PLANS	☐ CHANGE TUBING	☐ CHANGE WELL NAME
	☐ CHANGE WELL STATUS	☐ COMMINGLE PRODUCING FORMATIONS	☐ CONVERT WELL TYPE
	☐ DEEPEN	☐ FRACTURE TREAT	☐ NEW CONSTRUCTION
	☐ OPERATOR CHANGE	☐ PLUG AND ABANDON	☐ PLUG BACK
☐ SPUD REPORT Date of Spud:	☐ PRODUCTION START OR RESUME	☐ RECLAMATION OF WELL SITE	☐ RECOMPLETE DIFFERENT FORMATION
	☐ REPERFORATE CURRENT FORMATION	☐ SIDETRACK TO REPAIR WELL	☐ TEMPORARY ABANDON
	☐ TUBING REPAIR	☐ VENT OR FLARE	☐ WATER DISPOSAL
☐ DRILLING REPORT Report Date:	☐ WATER SHUTOFF	☐ SI TA STATUS EXTENSION	✓ APD EXTENSION
	☐ WILDCAT WELL DETERMINATION	☐ OTHER	OTHER:

12. DESCRIBE PROPOSED OR COMPLETED OPERATIONS. Clearly show all pertinent details including dates, depths, volumes, etc.

XTO Energy hereby requests a one (1) year extension of the State APD for the referenced well.

Approved by the Utah Division of Oil, Gas and Mining

Date: 12/19/2011

By: Dustin Doucet

NAME (PLEASE PRINT)	PHONE NUMBER	TITLE
Krista Wilson	505 333-3647	Permitting Tech
SIGNATURE N/A		**DATE** 12/9/2011

RECEIVED Dec. 09, 2011

The Utah Division of Oil, Gas, and Mining

- State of Utah
- Department of Natural Resources

Electronic Permitting System - Sundry Notices

Request for Permit Extension Validation Well Number 43047404130000

API: 43047404130000
Well Name: BPU 15-13H
Location: 0633 FSL 2055 FEL QTR SWSE SEC 13 TWNP 110S RNG 200E MER S
Company Permit Issued to: XTO ENERGY INC
Date Original Permit Issued: 1/8/2009

The undersigned as owner with legal rights to drill on the property as permitted above, hereby verifies that the information as submitted in the previously approved application to drill, remains valid and does not require revision. Following is a checklist of some items related to the application, which should be verified.

- **If located on private land, has the ownership changed, if so, has the surface agreement been updated?** ○ **Yes** ◉ **No**
- **Have any wells been drilled in the vicinity of the proposed well which would affect the spacing or siting requirements for this location?** ○ **Yes** ◉ **No**
- **Has there been any unit or other agreements put in place that could affect the permitting or operation of this proposed well?** ○ **Yes** ◉ **No**
- **Have there been any changes to the access route including ownership, or rightof- way, which could affect the proposed location?** ○ **Yes** ◉ **No**
- **Has the approved source of water for drilling changed?** ○ **Yes** ◉ **No**
- **Have there been any physical changes to the surface location or access route which will require a change in plans from what was discussed at the onsite evaluation?** ○ **Yes** ◉ **No**
- **Is bonding still in place, which covers this proposed well?** ◉ **Yes** ○ **No**

Signature: Krista Wilson **Date:** 12/9/2011
Title: Permitting Tech **Representing:** XTO ENERGY INC

RECEIVED Dec. 09, 2011

STATE OF UTAH
DEPARTMENT OF NATURAL RESOURCES
DIVISION OF OIL, GAS, AND MINING

FORM 9

SUNDRY NOTICES AND REPORTS ON WELLS

Do not use this form for proposals to drill new wells, significantly deepen existing wells below current bottom-hole depth, reenter plugged wells, or to drill horizontal laterals. Use APPLICATION FOR PERMIT TO DRILL form for such proposals.

5.LEASE DESIGNATION AND SERIAL NUMBER: FEE

6. IF INDIAN, ALLOTTEE OR TRIBE NAME: UTE

7.UNIT or CA AGREEMENT NAME:

1. TYPE OF WELL Gas Well

8. WELL NAME and NUMBER: BPU 15-13H

2. NAME OF OPERATOR: XTO ENERGY INC

9. API NUMBER: 43047404130000

3. ADDRESS OF OPERATOR: PO Box 6501 , Englewood, CO, 80155

PHONE NUMBER: 303 397-3727 Ext

9. FIELD and POOL or WILDCAT: UNDESIGNATED

4. LOCATION OF WELL
FOOTAGES AT SURFACE: 0633 FSL 2055 FEL
QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: Qtr/Qtr: SWSE Section: 13 Township: 11.0S Range: 20.0E Meridian: S

COUNTY: UINTAH

STATE: UTAH

11. CHECK APPROPRIATE BOXES TO INDICATE NATURE OF NOTICE, REPORT, OR OTHER DATA

TYPE OF SUBMISSION	TYPE OF ACTION		
✓ NOTICE OF INTENT Approximate date work will start: 11/30/2013	☐ ACIDIZE	☐ ALTER CASING	☐ CASING REPAIR
	☐ CHANGE TO PREVIOUS PLANS	☐ CHANGE TUBING	☐ CHANGE WELL NAME
	☐ CHANGE WELL STATUS	☐ COMMINGLE PRODUCING FORMATIONS	☐ CONVERT WELL TYPE
☐ SUBSEQUENT REPORT Date of Work Completion:	☐ DEEPEN	☐ FRACTURE TREAT	☐ NEW CONSTRUCTION
	☐ OPERATOR CHANGE	☐ PLUG AND ABANDON	☐ PLUG BACK
	☐ PRODUCTION START OR RESUME	☐ RECLAMATION OF WELL SITE	☐ RECOMPLETE DIFFERENT FORMATION
☐ SPUD REPORT Date of Spud:	☐ REPERFORATE CURRENT FORMATION	☐ SIDETRACK TO REPAIR WELL	☐ TEMPORARY ABANDON
	☐ TUBING REPAIR	☐ VENT OR FLARE	☐ WATER DISPOSAL
☐ DRILLING REPORT Report Date:	☐ WATER SHUTOFF	☐ SI TA STATUS EXTENSION	✓ APD EXTENSION
	☐ WILDCAT WELL DETERMINATION	☐ OTHER	OTHER:

12. DESCRIBE PROPOSED OR COMPLETED OPERATIONS. Clearly show all pertinent details including dates, depths, volumes, etc.

XTO Energy requests a one (1) year extension of the State APD for the referenced well.

Approved by the Utah Division of Oil, Gas and Mining

Date: January 07, 2013

By:

NAME (PLEASE PRINT)	PHONE NUMBER	TITLE
Richard L. Redus	303 397-3712	Regulatory
SIGNATURE N/A		**DATE** 1/2/2013

RECEIVED: Jan. 02, 2013

The Utah Division of Oil, Gas, and Mining

- State of Utah
- Department of Natural Resources

Electronic Permitting System - Sundry Notices

Request for Permit Extension Validation Well Number 43047404130000

API: 43047404130000
Well Name: BPU 15-13H
Location: 0633 FSL 2055 FEL QTR SWSE SEC 13 TWNP 110S RNG 200E MER S
Company Permit Issued to: XTO ENERGY INC
Date Original Permit Issued: 1/8/2009

The undersigned as owner with legal rights to drill on the property as permitted above, hereby verifies that the information as submitted in the previously approved application to drill, remains valid and does not require revision. Following is a checklist of some items related to the application, which should be verified.

- **If located on private land, has the ownership changed, if so, has the surface agreement been updated?** ○ **Yes** ◉ **No**
- **Have any wells been drilled in the vicinity of the proposed well which would affect the spacing or siting requirements for this location?** ○ **Yes** ◉ **No**
- **Has there been any unit or other agreements put in place that could affect the permitting or operation of this proposed well?** ○ **Yes** ◉ **No**
- **Have there been any changes to the access route including ownership, or rightof- way, which could affect the proposed location?** ○ **Yes** ◉ **No**
- **Has the approved source of water for drilling changed?** ○ **Yes** ◉ **No**
- **Have there been any physical changes to the surface location or access route which will require a change in plans from what was discussed at the onsite evaluation?** ○ **Yes** ◉ **No**
- **Is bonding still in place, which covers this proposed well?** ◉ **Yes** ○ **No**

Signature: Richard L. Redus **Date:** 1/2/2013
Title: Regulatory **Representing:** XTO ENERGY INC

RECEIVED: Jan. 02, 2013

GARY R. HERBERT
Governor
SPENCER J. COX
Lieutenant Governor

State of Utah
DEPARTMENT OF NATURAL RESOURCES
MICHAEL R. STYLER
Executive Director
Division of Oil, Gas and Mining
JOHN R. BAZA
Division Director

January 3, 2014

XTO Energy, Inc.
382 Road 3100
Aztec, NM 87410

Re: APD Rescinded – BPU 15-13H, Sec. 13, T. 11S, R.20E
Uintah County, Utah API No. 43-047-40413

Ladies and Gentlemen:

The Application for Permit to Drill (APD) for the subject well was approved by the Division of Oil, Gas and Mining (Division) on January 8, 2009. On January 21, 2010, January 11, 2011, December 19, 2011 and January 7, 2013 the Division granted a one-year APD extension. No drilling activity at this location has been reported to the division. Therefore, approval to drill the well is hereby rescinded, effective January 3, 2014.

A new APD must be filed with this office for approval prior to the commencement of any future work on the subject location.

If any previously unreported operations have been performed on this well location, it is imperative that you notify the Division immediately.

Sincerely,

Diana Mason
Environmental Scientist

cc: Well File
Brad Hill, Technical Service Manager

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UTAH DNR OIL, GAS & MINING